

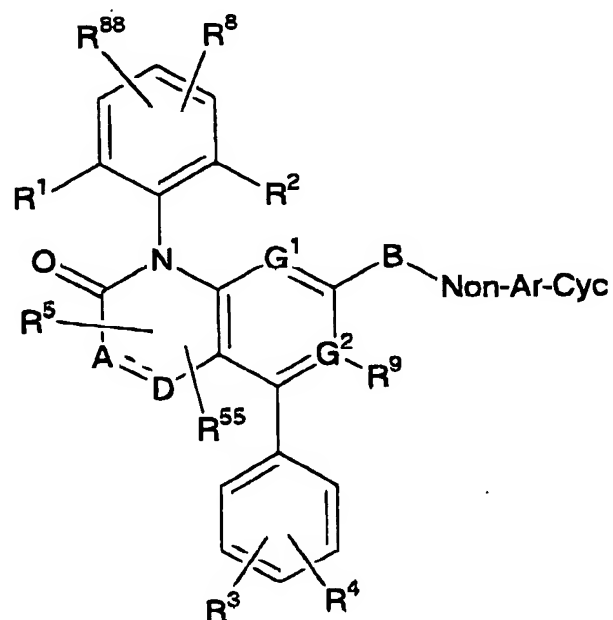
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Amendment to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

Listing of Claims:

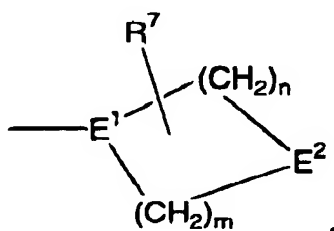
Claim 1(currently amended): A compound represented by (I):



(I)

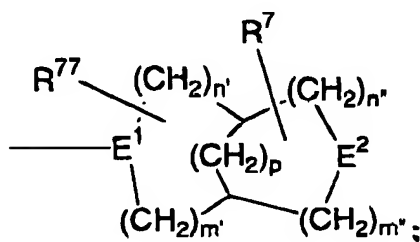
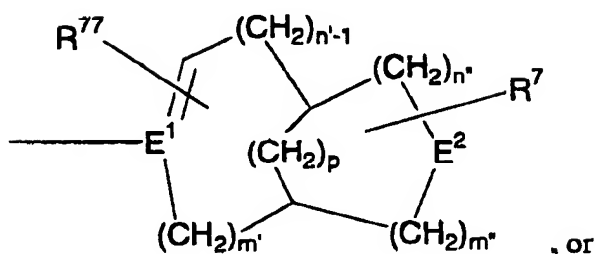
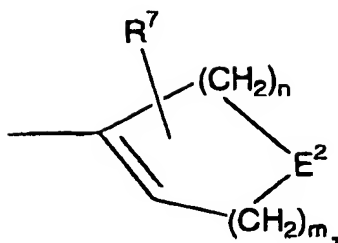
or a pharmaceutically acceptable salt thereof, wherein

Non-Ar-Cyc is



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B'



A is N, O, NH, CH₂, or CH;

B is -C₁₋₆alkyl-, -C₀₋₃alkyl-O-C₀₋₃alkyl-, -C₀₋₃alkyl-NH-C₀₋₃alkyl-, -C₀₋₃alkyl-NH-C₃₋₇cycloalkyl-, -C₀₋₃alkyl-N(C₀₋₃alkyl)-C(O)-C₀₋₃alkyl-, -C₀₋₃alkyl-NH-SO₂-C₀₋₃alkyl-, -C₀₋₃alkyl-, -C₀₋₃alkyl-S-C₀₋₃alkyl-, -C₀₋₃alkyl-SO₂-C₀₋₃alkyl-, -C₀₋₃alkyl-PH-C₀₋₃alkyl-, -C₀₋₃alkyl-C(O)-C₀₋₃alkyl, or a direct bond;

D is CH, CH₂, N, or NH; optionally A and D are bridged by -C₁₋₄alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

E¹ is CH, N, or CR⁶; or B and E¹ form -CH=C<;

E² is CH₂, CHR, C(OH)R, NH, NR, O, S, -S(O)-, or -S(O)₂-;

G¹ is N, CH, or C(C₁₋₃alkyl);

G² is N, CH, or C(C₁₋₃alkyl), wherein A, G¹, and G² cannot simultaneously be

N;

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B' R, R⁷ and R⁷⁷ each independently is hydrogen, C₁₋₆alkyl- group, C₂₋₆alkenyl- group, C₄₋₆cycloalkyl-C₀₋₆alkyl- group, N(C₀₋₄alkyl)(C₀₋₄alkyl)-C₁₋₄alkyl-N(C₀₋₄alkyl)- group, -N(C₀₋₄alkyl)(C₀₋₄alkyl) group, C₁₋₃alkyl-CO-C₀₋₄alkyl- group, C₀₋₆alkyl-O-C(O)-C₀₋₄alkyl- group, C₀₋₆alkyl-C(O)-O-C₀₋₄alkyl- group, N(C₀₋₄alkyl)(C₀₋₄alkyl)-(C₀₋₄alkyl)C(O)(C₀₋₄alkyl)- group, phenyl-C₀₋₄alkyl- group, pyridyl-C₀₋₄alkyl- group, pyrimidinyl-C₀₋₄alkyl- group, pyrazinyl-C₀₋₄alkyl- group, thiophenyl-C₀₋₄alkyl- group, pyrazolyl-C₀₋₄alkyl- group, imidazolyl-C₀₋₄alkyl- group, triazolyl-C₀₋₄alkyl- group, azetidinyl-C₀₋₄alkyl- group, pyrrolidinyl-C₀₋₄alkyl- group, isoquinolinyl-C₀₋₄alkyl- group, indanyl-C₀₋₄alkyl- group, benzothiazolyl-C₀₋₄alkyl- group, any of the groups optionally substituted with 1-6 substituents, each substituent independently being -OH, -N(C₀₋₄alkyl)(C₀₋₄alkyl), C₁₋₄alkyl, C₁₋₆alkoxyl, C₁₋₆alkyl-CO-C₀₋₄alkyl-, pyrrolidinyl-C₀₋₄alkyl-, or halogen;

or R⁷ together with a bond from an absent ring hydrogen is =O;

n' + n'' = n;

m' + m'' = m;

n is 1, 2, 3, or 4;

m is 0, 1, 2, 3, or 4;

n+m is 2, 3, 4, 5, or 6;

p is 0, 1, 2, or 3;

R¹, R², R³, R⁴, and R⁶ are each independently halogen, C₀₋₄alkyl, -C(O)-O(C₀₋₄alkyl), or -C(O)-N(C₀₋₄alkyl)(C₀₋₄alkyl);

R⁵ and R⁵⁵ independently is H, CH₃, CH₂CH₃, or absent;

R⁸⁸ and R⁸ each is independently -CN, -C₀₋₄alkyl, -C(O)-N(C₀₋₄alkyl)(C₀₋₄alkyl), -C(O)-O-C₀₋₄alkyl or 1,3-dioxolan-2-yl-C₀₋₄alkyl-;

R⁹ is -C₀₋₄alkyl, or absent; and

any alkyl optionally substituted with 1-6 independent halogen or -OH.

Claim 2 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is NH;

D is CH₂.

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Claim 3 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

Claim 4 (original) The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C₀₋₃alkyl-O-C₀₋₃alkyl.

Claim 5 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C₀₋₃alkyl-C(O)-C₀₋₃alkyl.

Claim 6 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C₁₋₆alkyl.

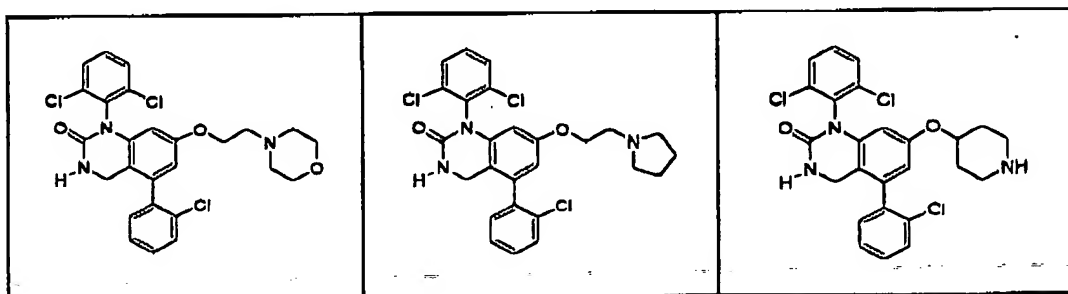
Claim 7 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

B is C₀₋₃alkyl-NH-C₀₋₃alkyl.

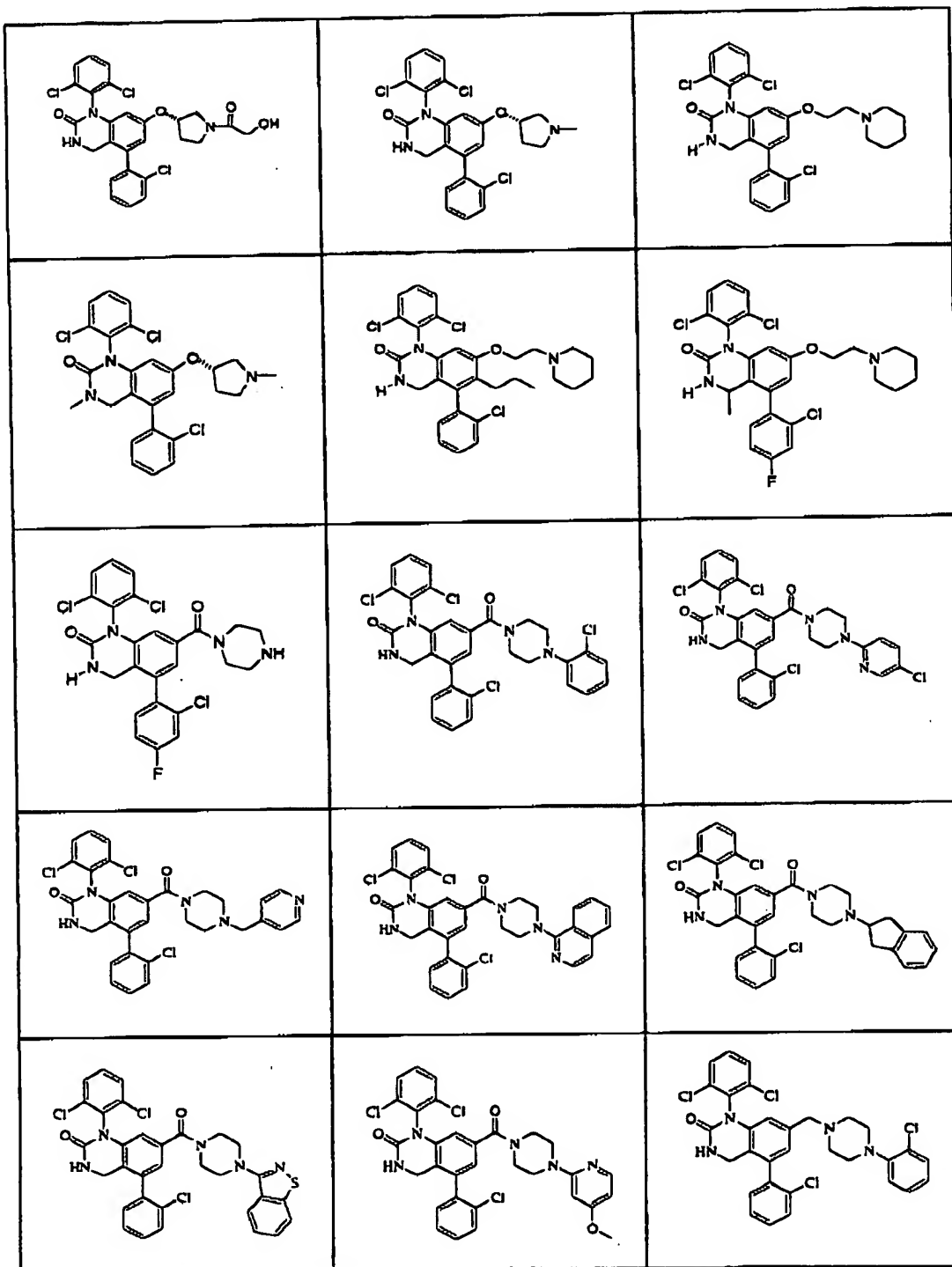
Claim 8 (original): The compound according to claim 2, or a pharmaceutically acceptable salt thereof, wherein

G² is N.

Claim 9 (original): The compound according to claim 2, represented by

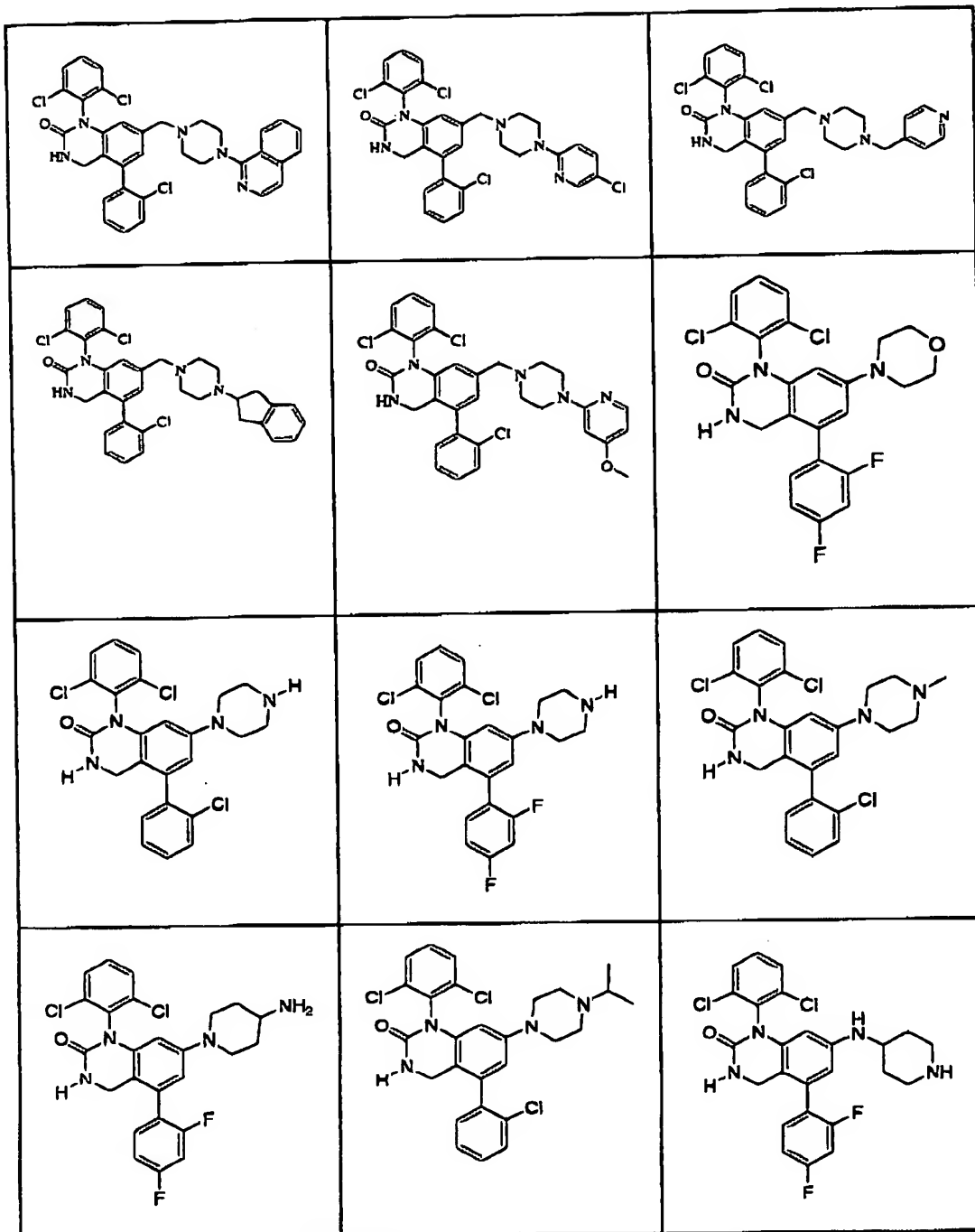


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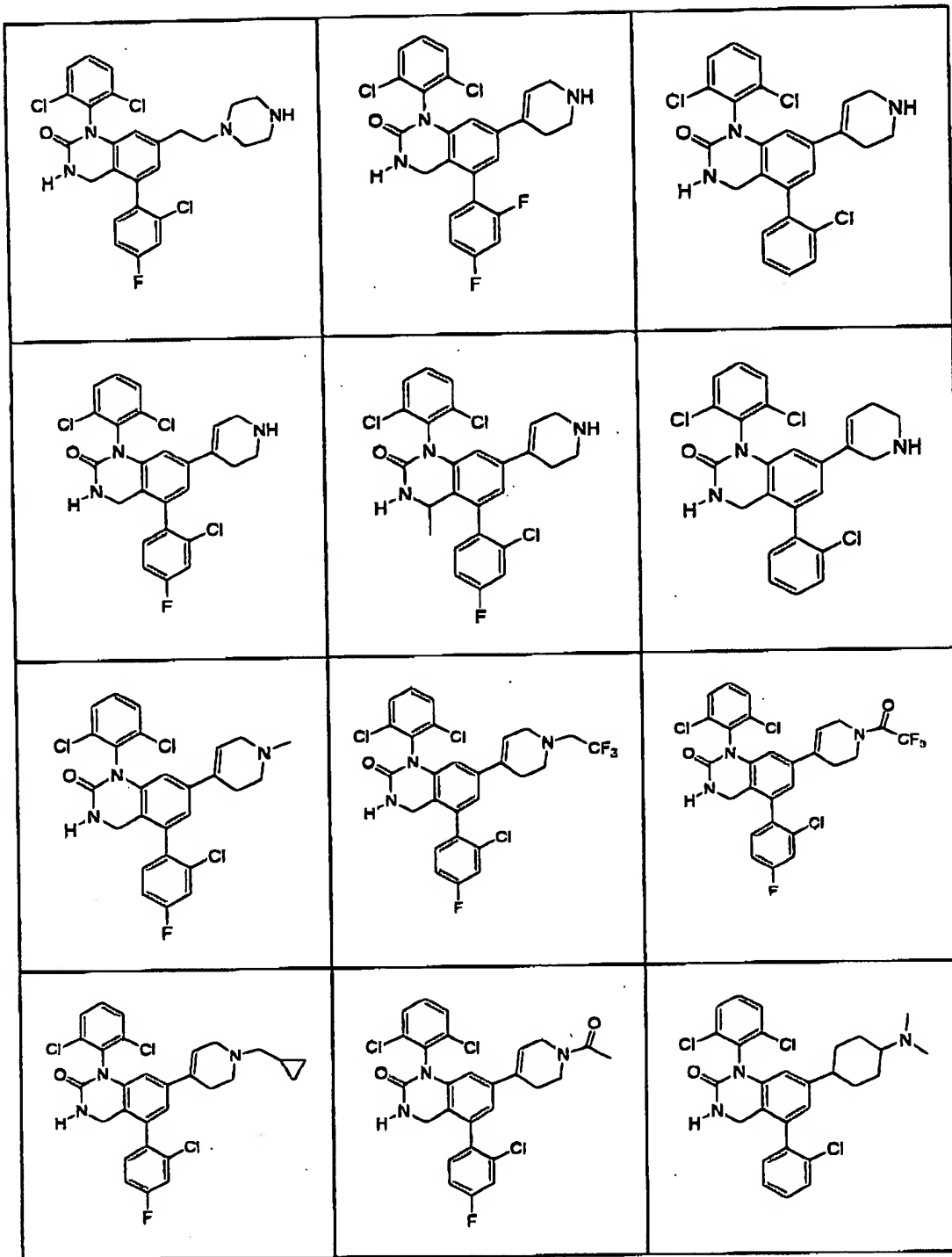
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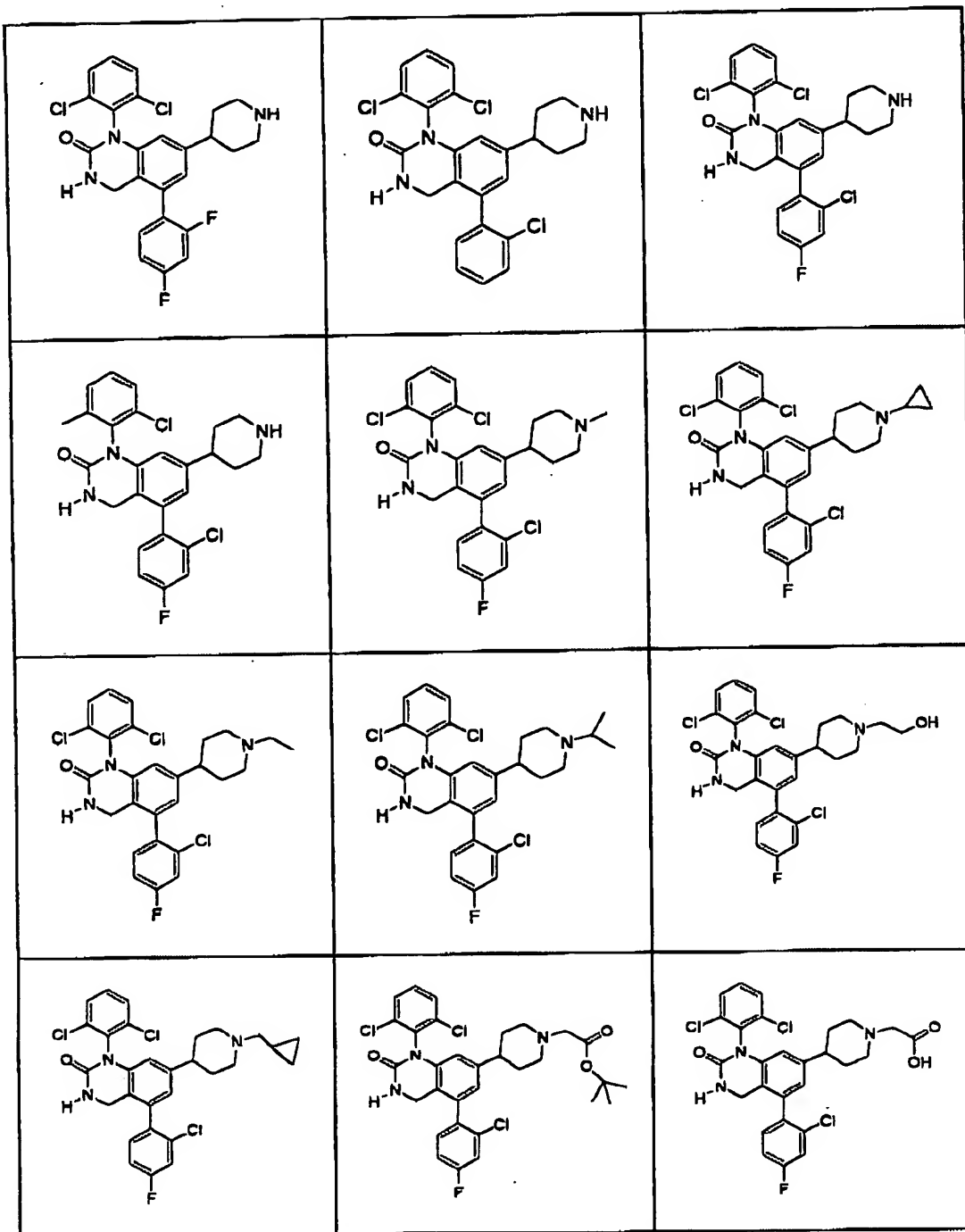
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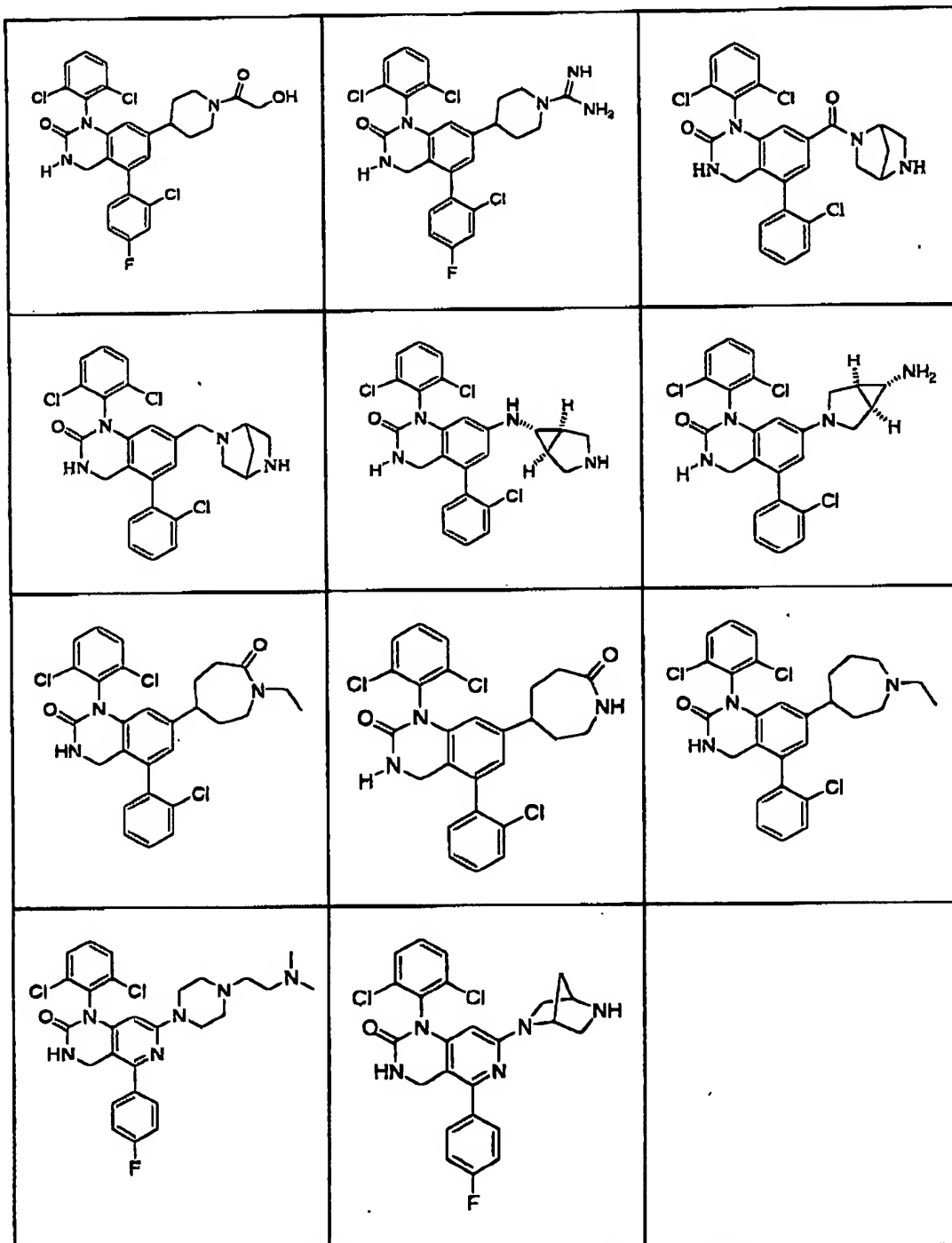


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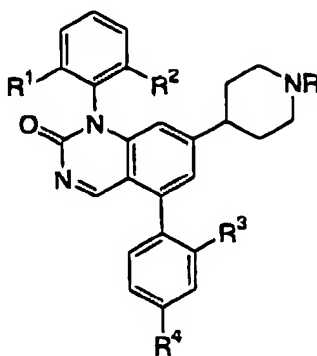
or a pharmaceutically acceptable salt thereof.

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Claim 10 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is N;
D is CH.

Claim 11 (original): The compound according to claim 10 described by the chemical formula (IIIa):



(IIIa)

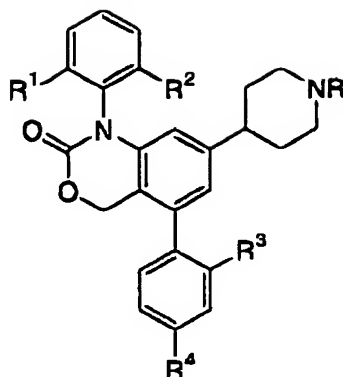
or a pharmaceutically acceptable salt thereof.

Claim 12 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is O;
D is CH₂.

Claim 13 (original): The compound according to claim 12 described by the chemical formula (IVa):

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(IVA)

or a pharmaceutically acceptable salt thereof.

Claim 14 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is CH₂;

D is CH₂.

Claim 15 (original): The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

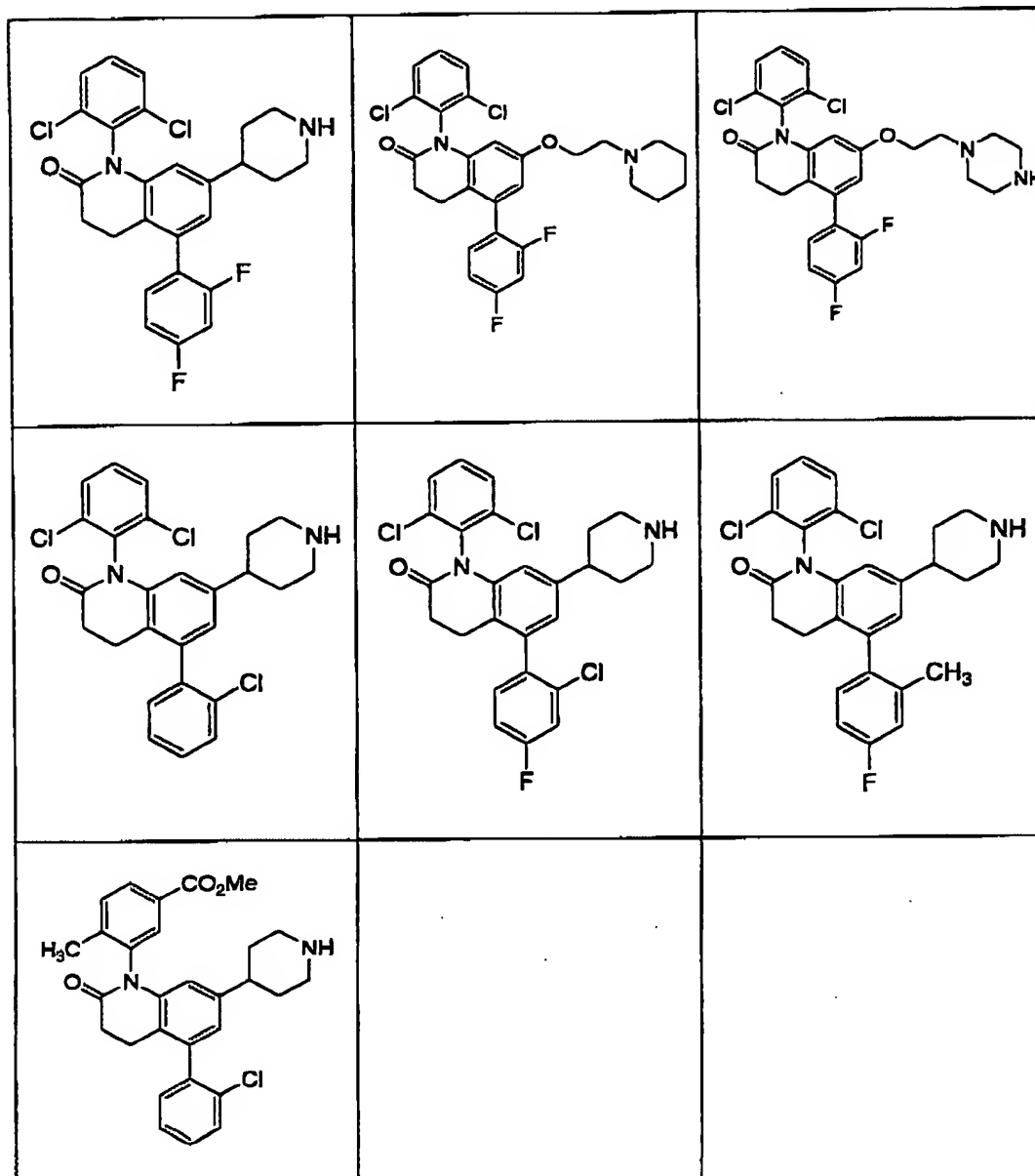
B is a direct bond.

Claim 16 (original): The compound according to claim 14, or a pharmaceutically acceptable salt thereof, wherein

B is C₀₋₃alkyl-O-C₀₋₃alkyl.

Claim 17 (original): The compound according to claim 14 represented by

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or a pharmaceutically acceptable salt thereof.

Claim 18 (original): The compound according to claim 1, or a pharmaceutically acceptable salt thereof, wherein

A is CH₃;

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D is CH.

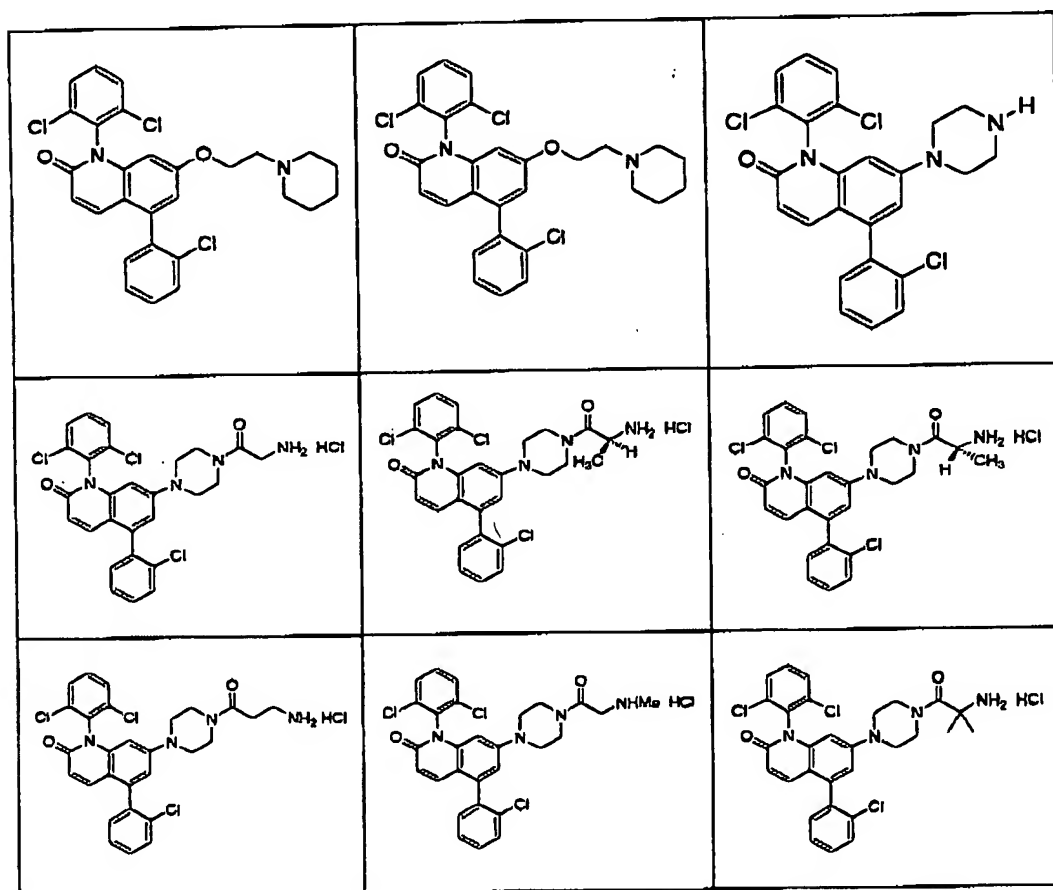
Claim 19 (original): The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is a direct bond.

Claim 20 (original): The compound according to claim 18, or a pharmaceutically acceptable salt thereof, wherein

B is C0-3alkyl-O-C0-3alkyl.

Claim 21 (original): The compound according to claim 18 comprising

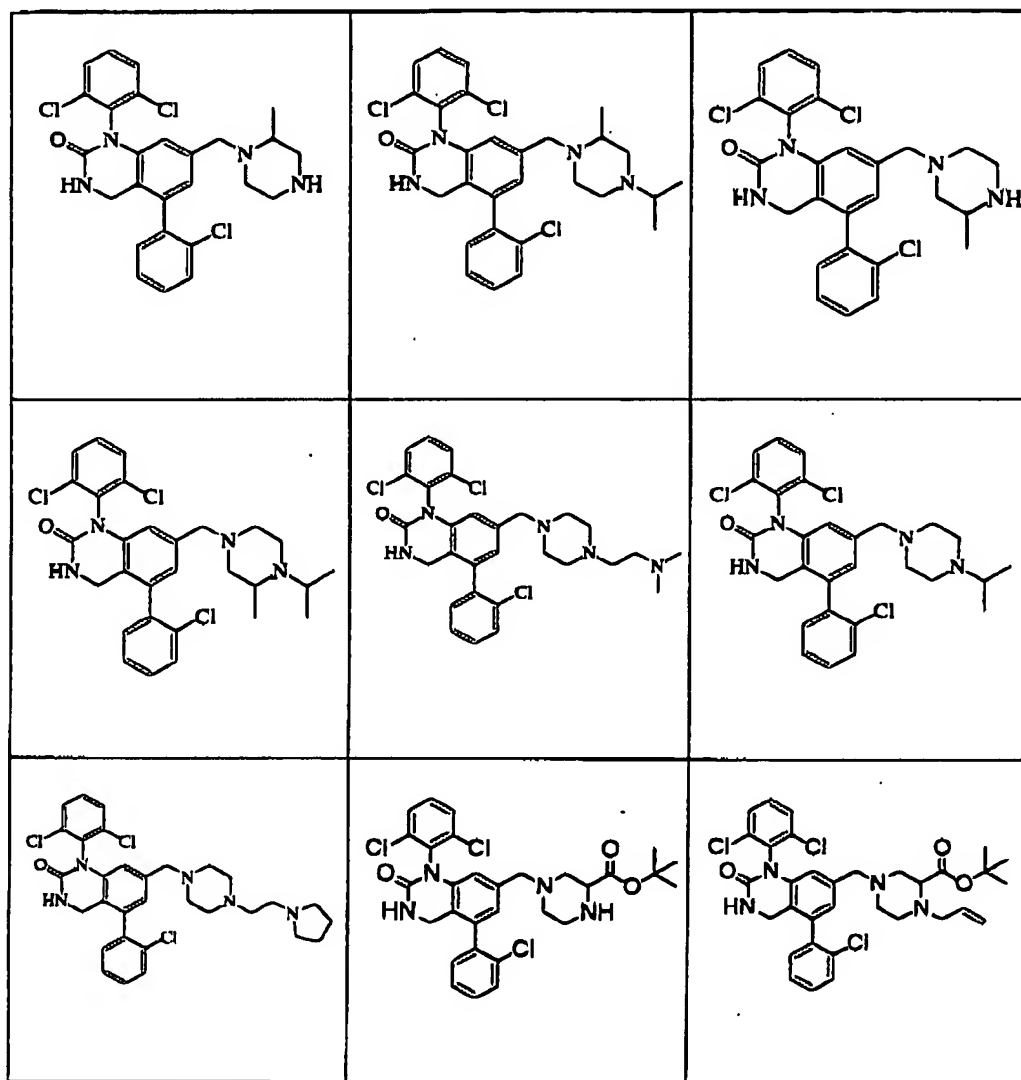


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or a pharmaceutically acceptable salt thereof.

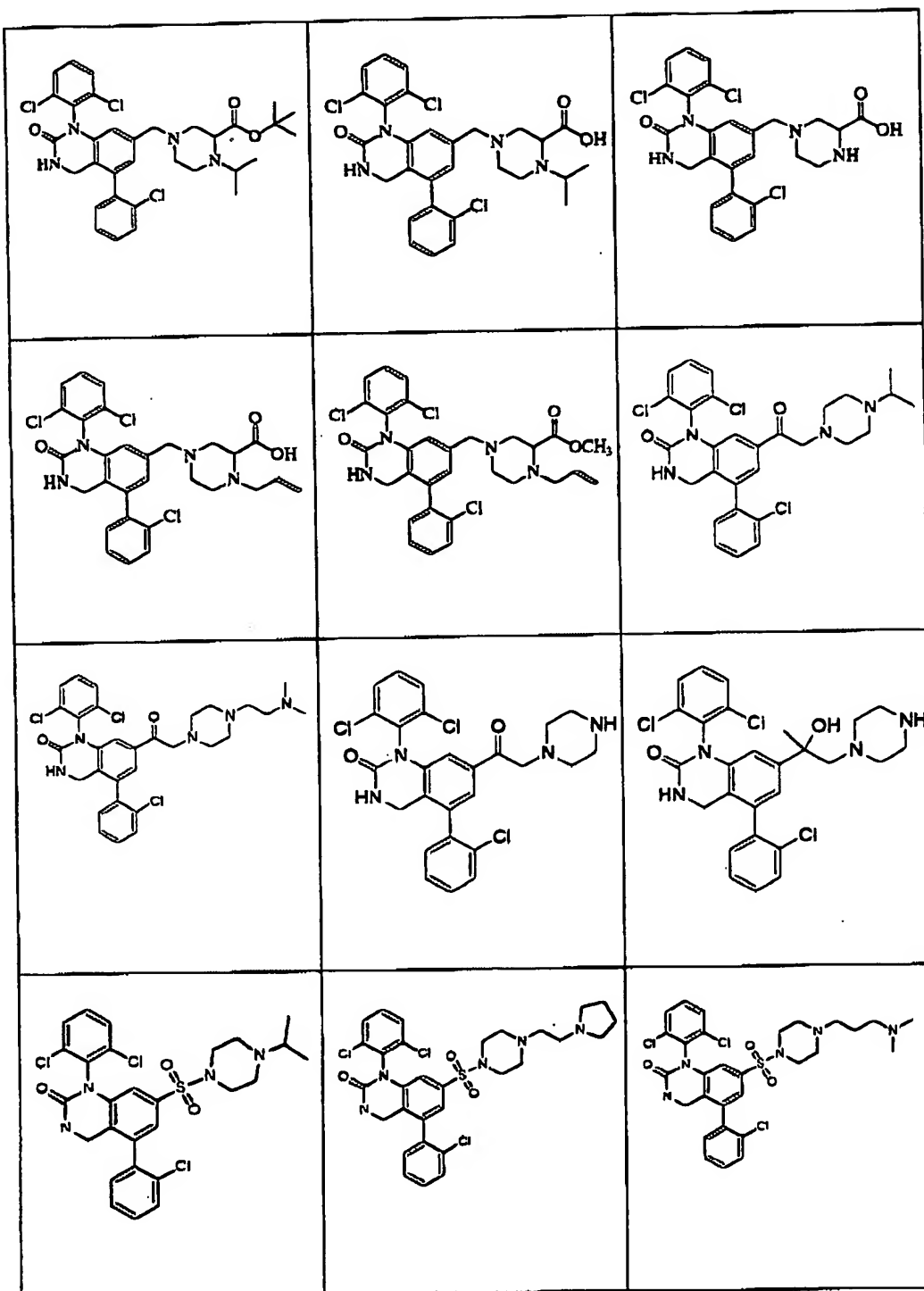
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Claim 22 (original): The compound according to claim 2 represented by



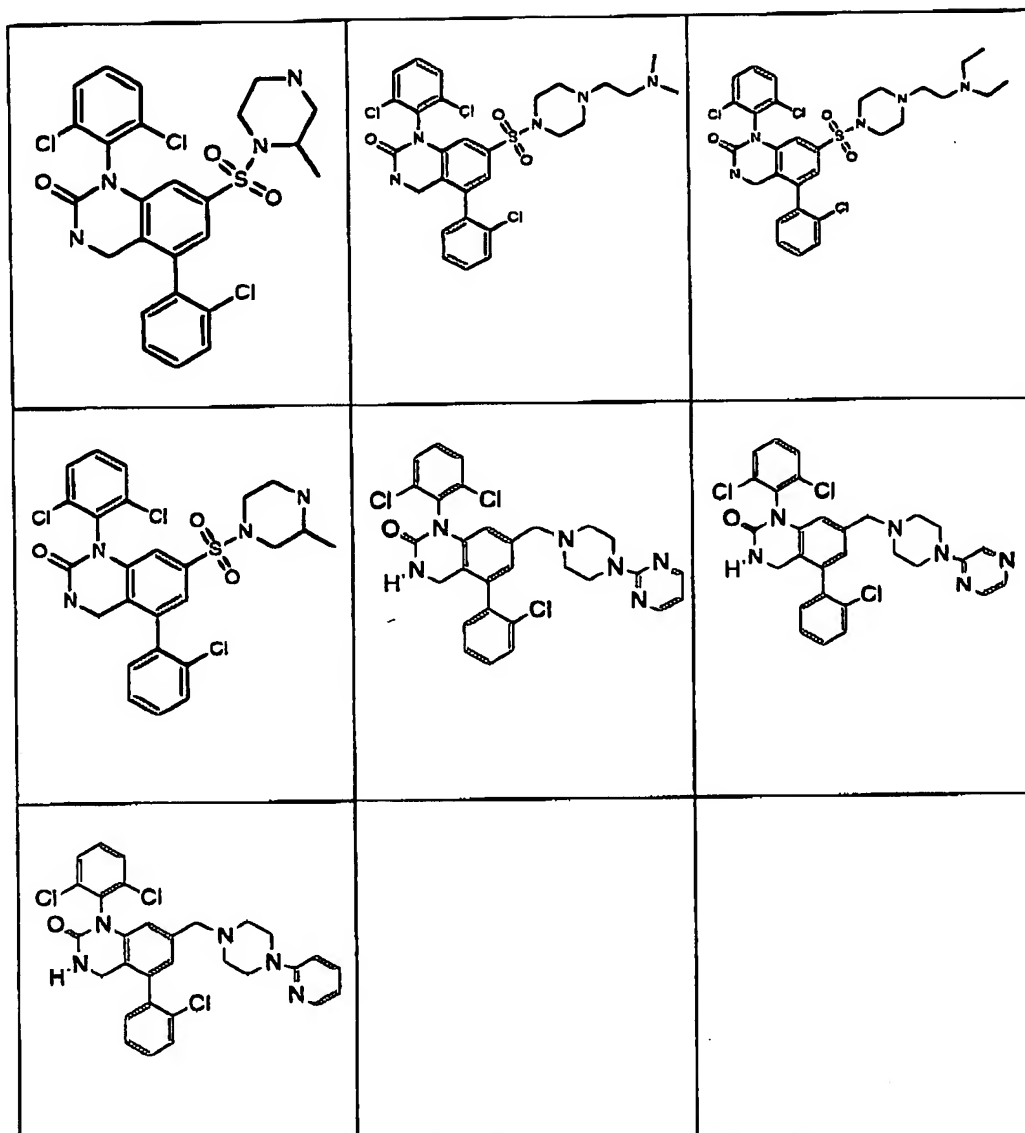
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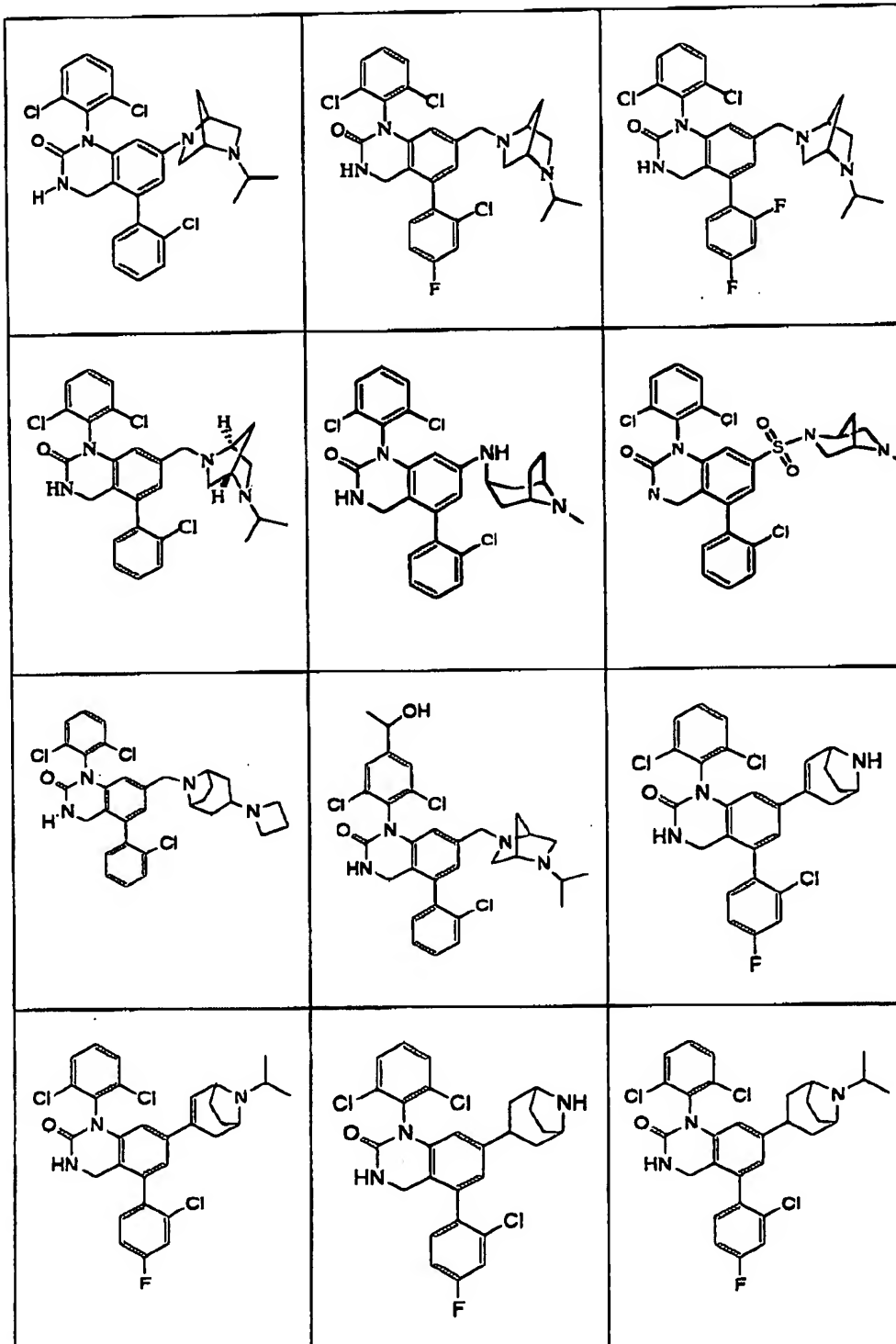


or a pharmaceutically acceptable salt thereof.

Claim 23 (original): The compound according to claim 2 represented by

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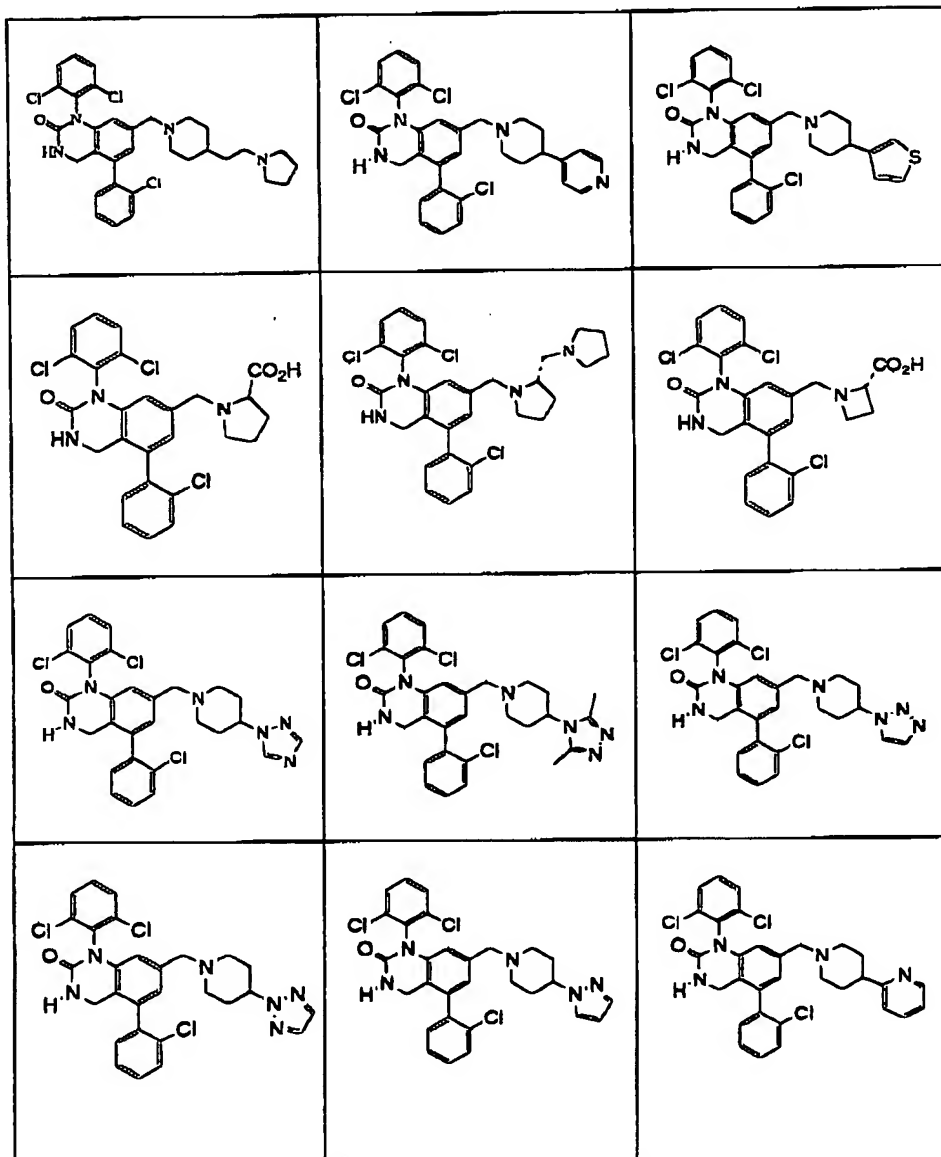


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or a pharmaceutically acceptable salt thereof.

Claim 24 (original): The compound according to Claim 2 represented by

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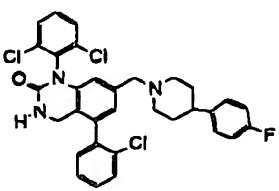
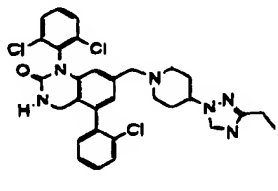
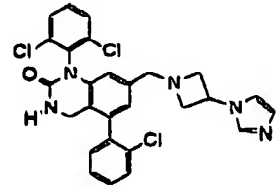
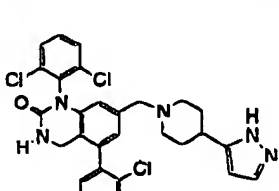
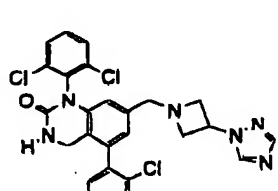
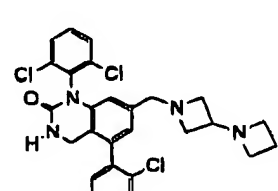
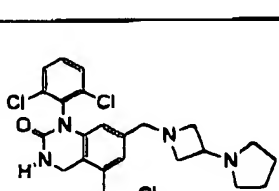
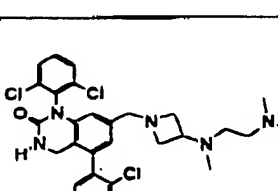
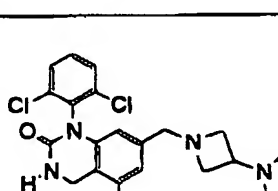
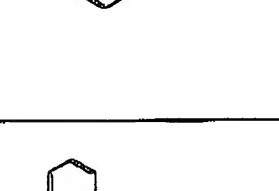
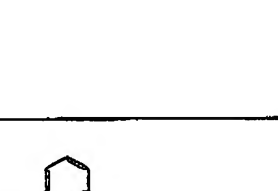
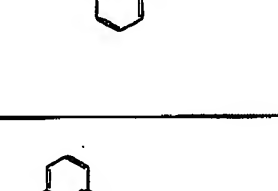
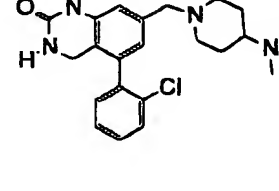
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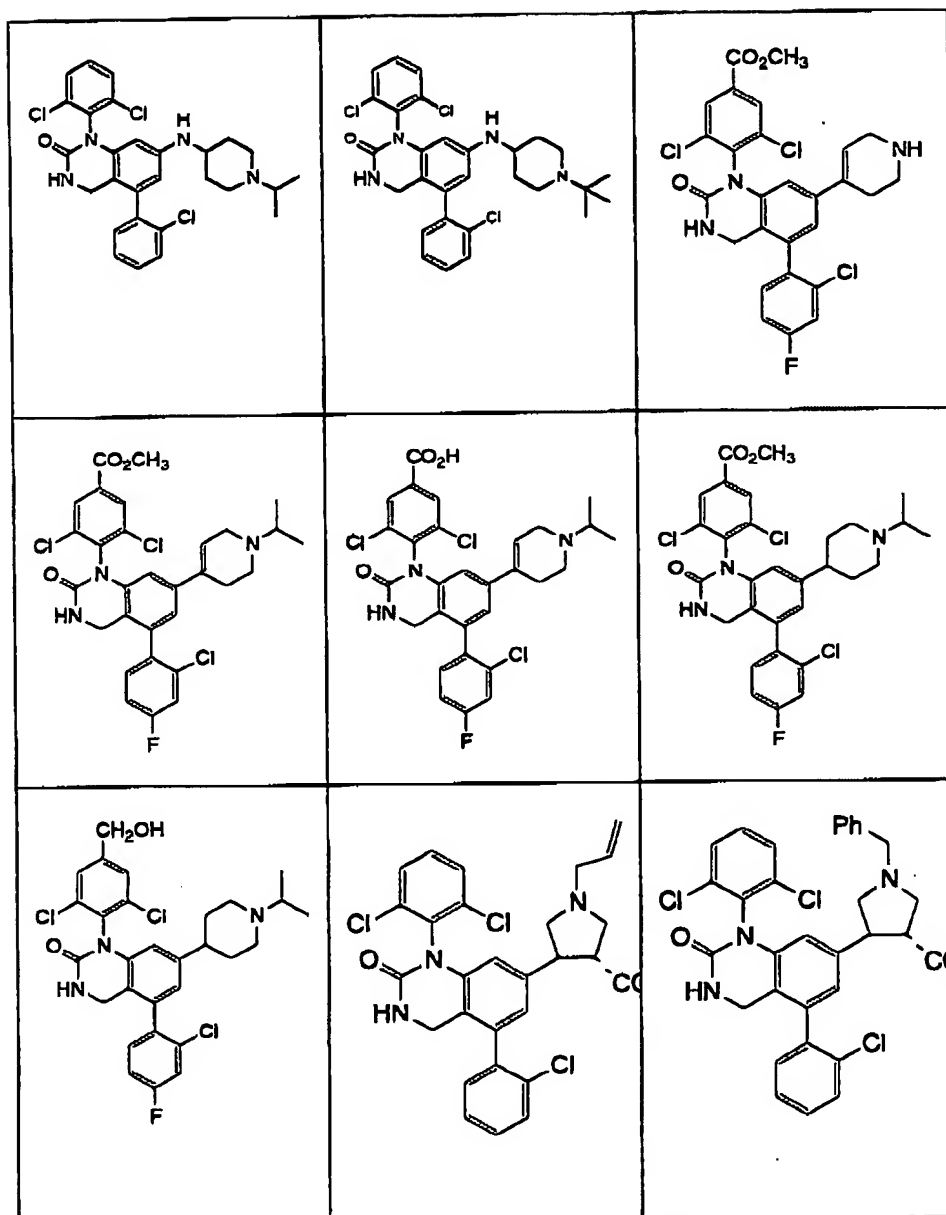
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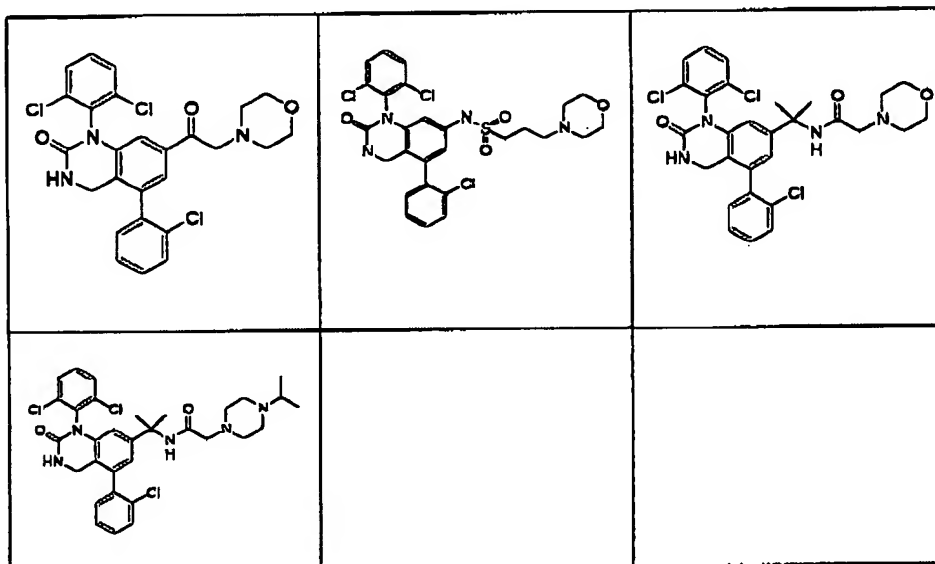
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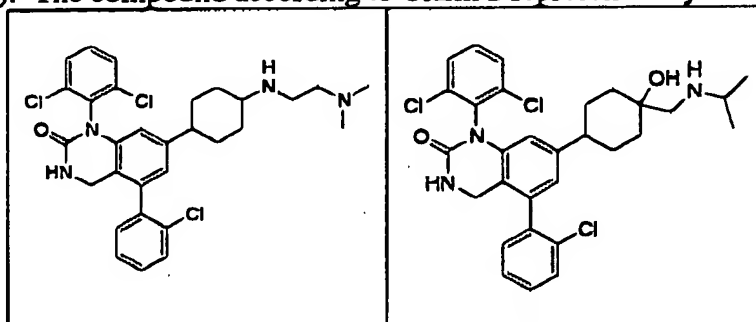
B' or a pharmaceutically acceptable salt thereof.

Claim 26 (original): The compound according to Claim 2 represented by



or a pharmaceutically acceptable salt thereof.

Claim 27 (original): The compound according to Claim 2 represented by

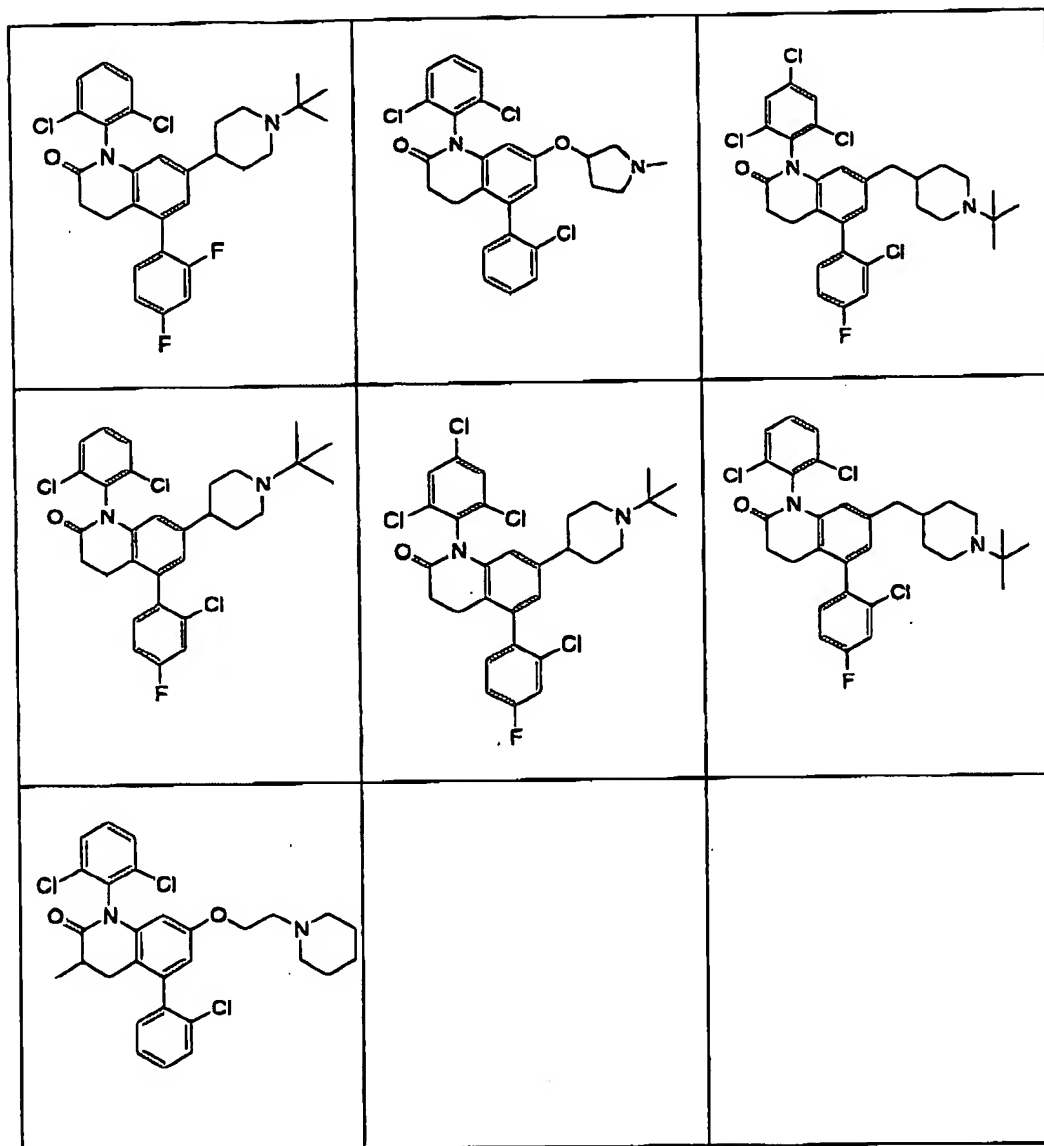


or a pharmaceutically acceptable salt thereof.

Claim 28 (original): The compound according to Claim 14 represented by

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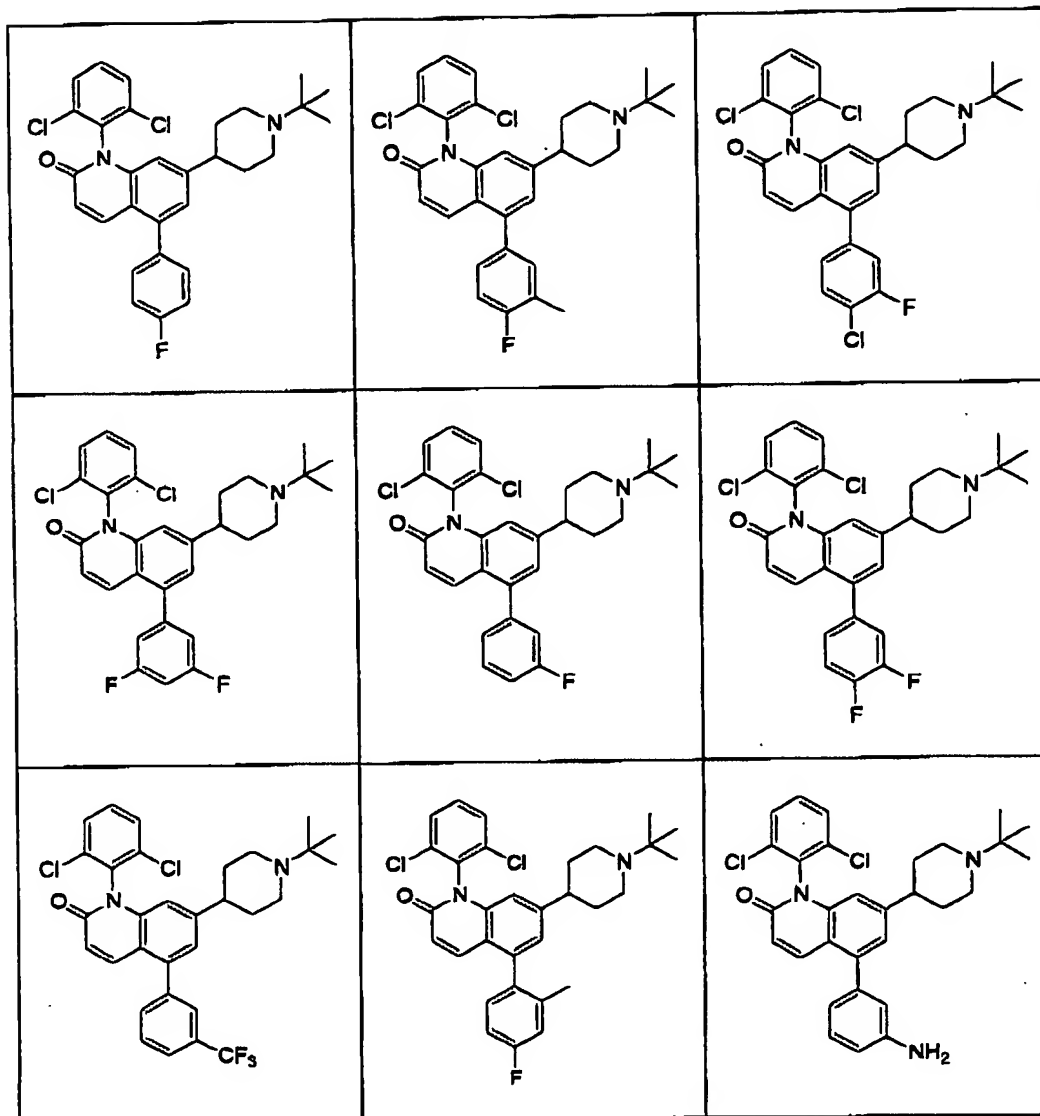


or a pharmaceutically acceptable salt thereof.

Claim 29 (original): The compound according to Claim 18 represented by

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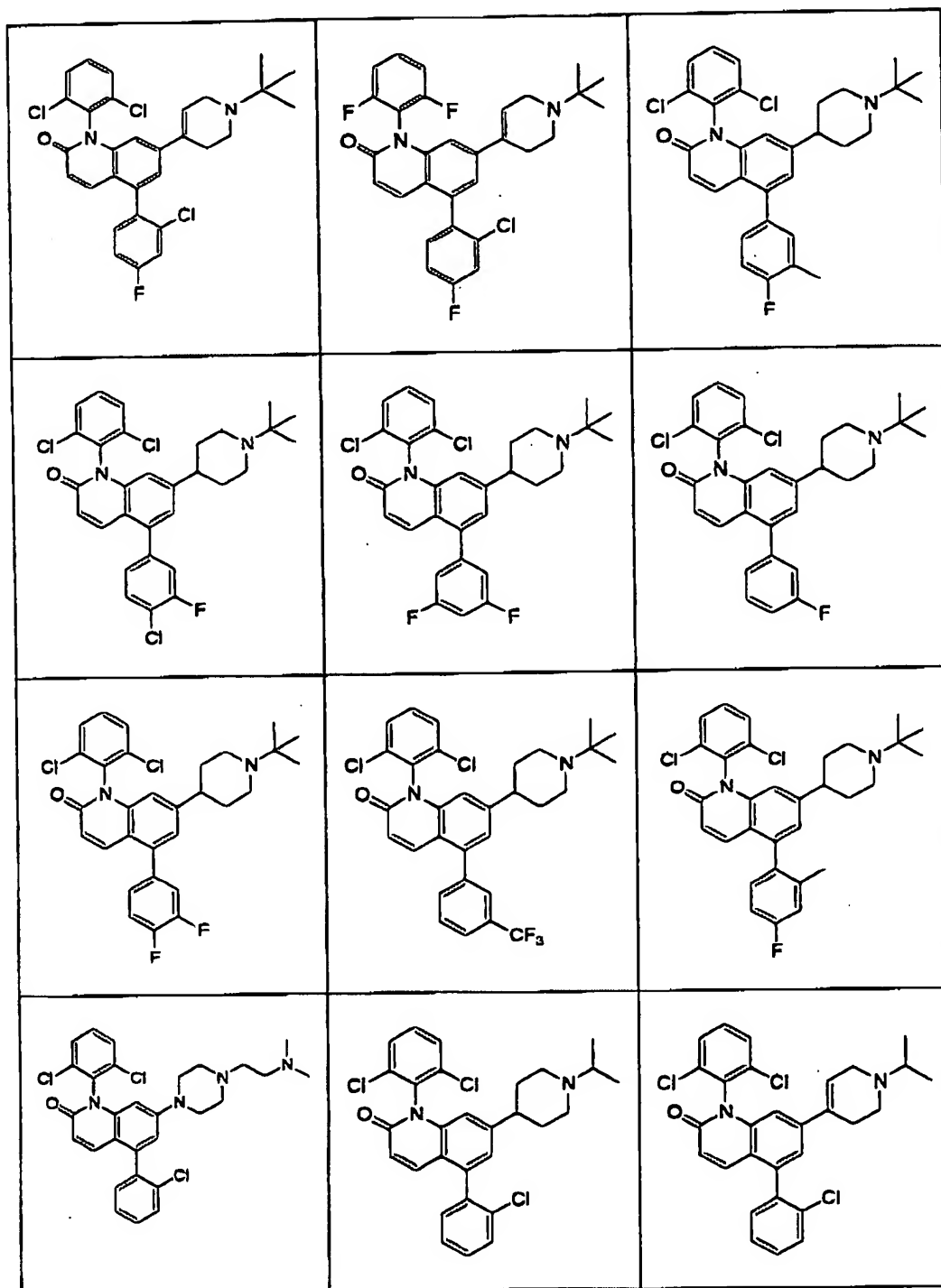
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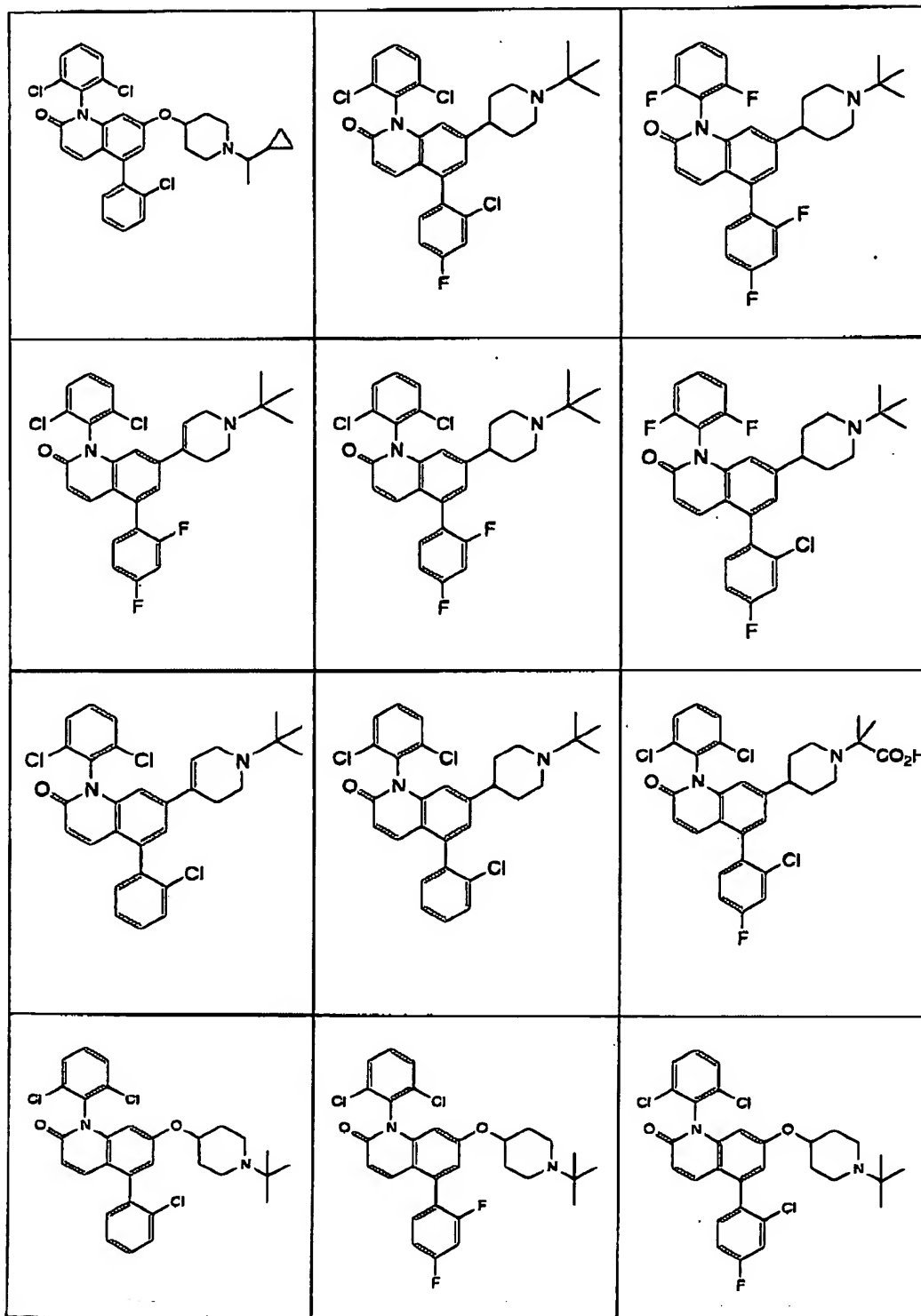
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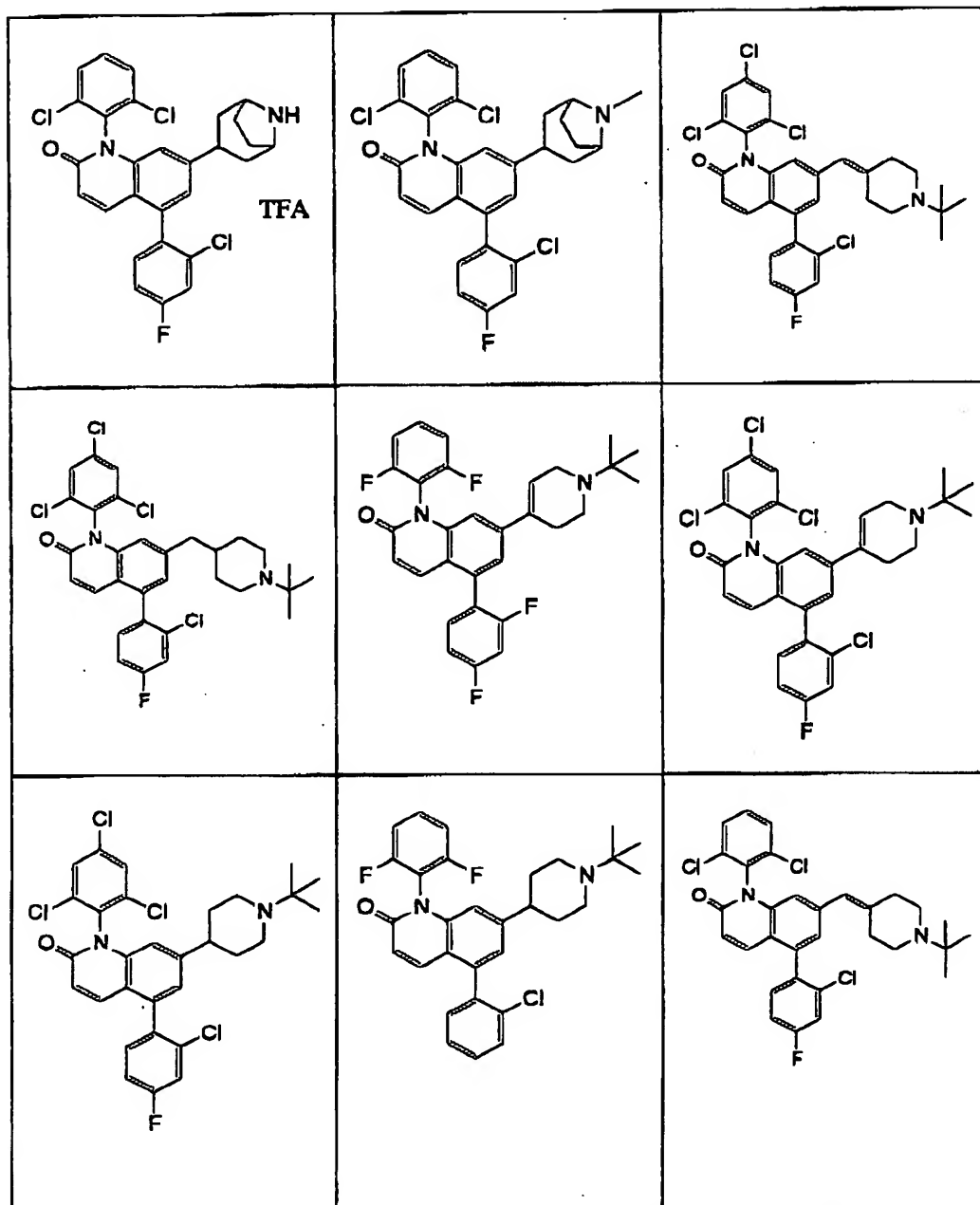
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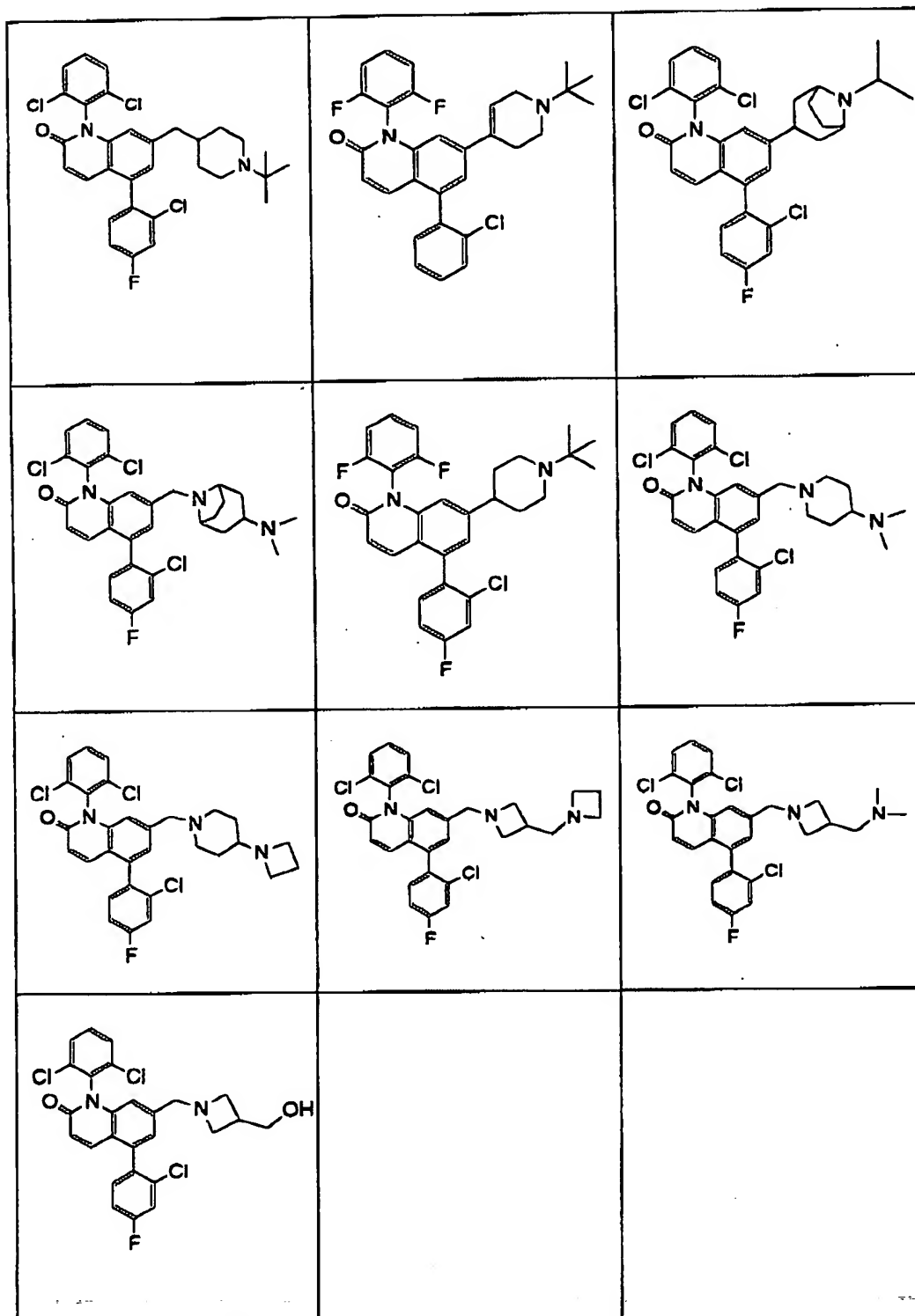
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or a pharmaceutically acceptable salt thereof.

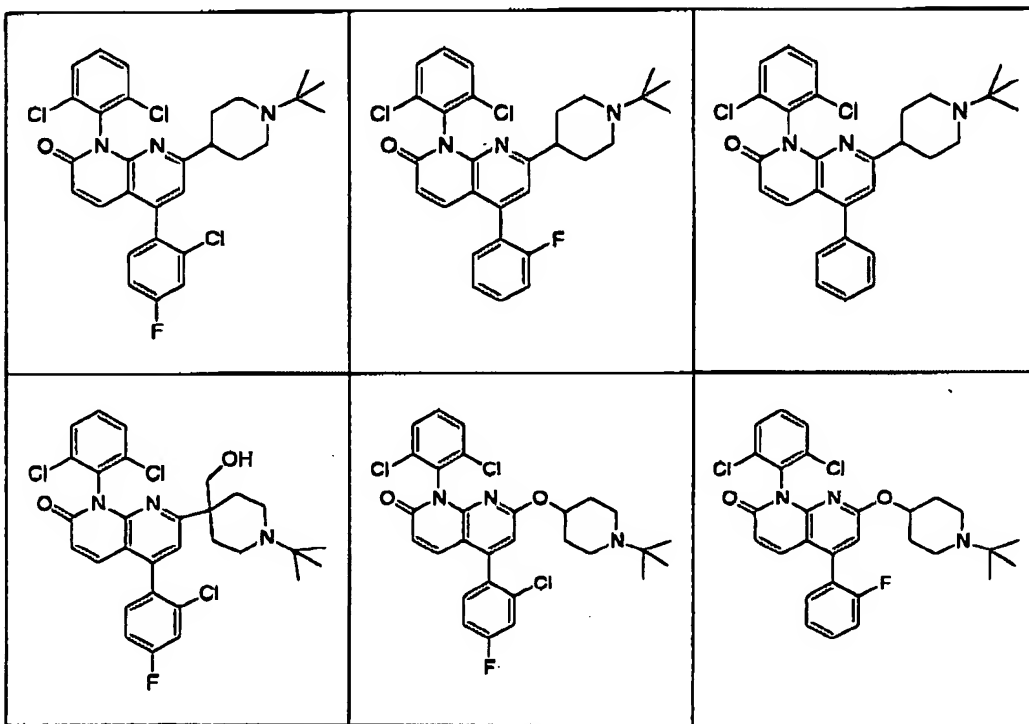
Claim 30 (original): The compound according to Claim 1, wherein

A is CH;

D is CH; and

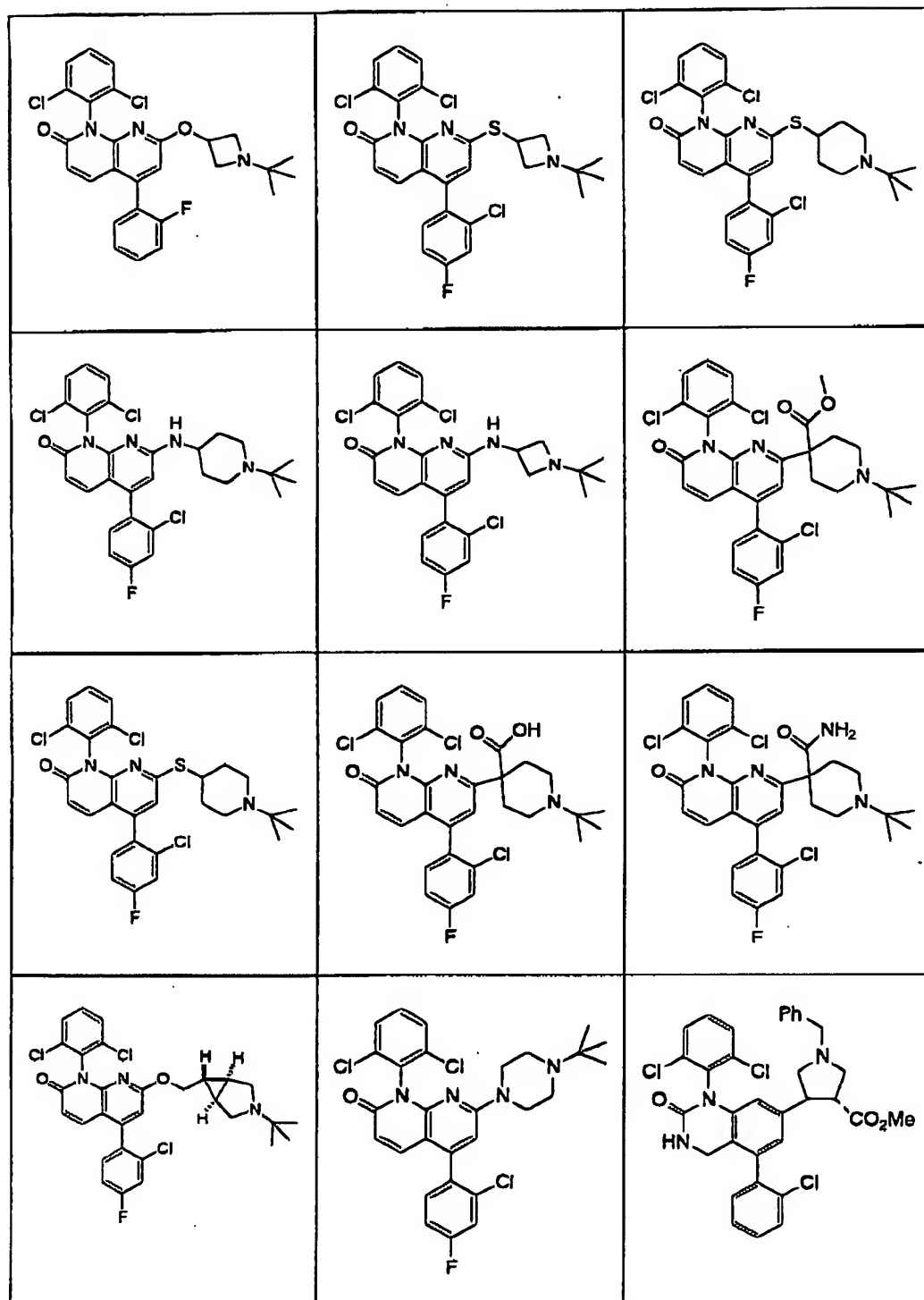
G¹ is N.

Claim 31 (original): The compound according to Claim 30 represented by



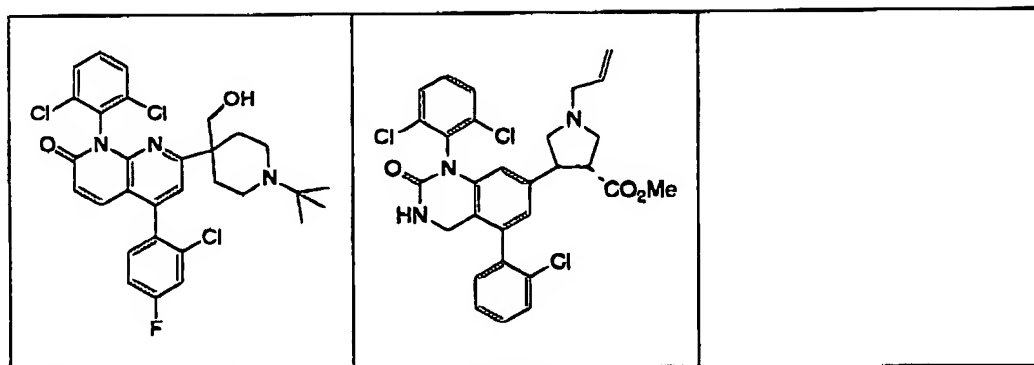
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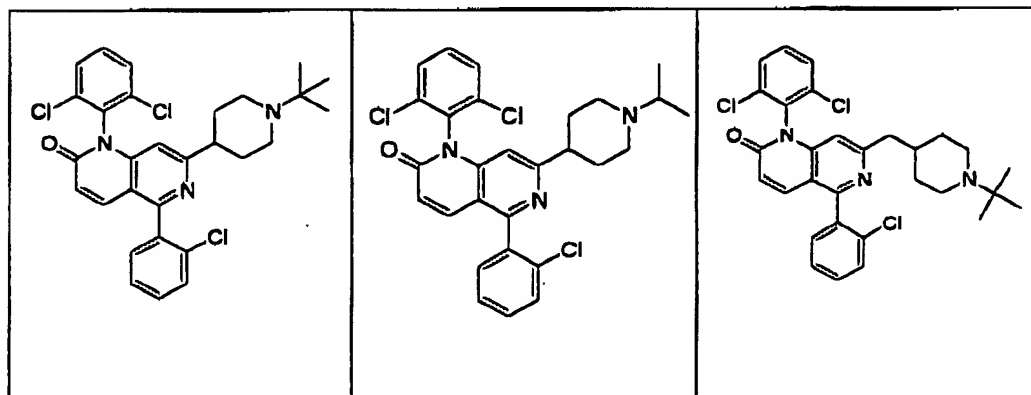


or a pharmaceutically acceptable salt thereof.

Claim 32 (original): The compound according to Claim 1 wherein

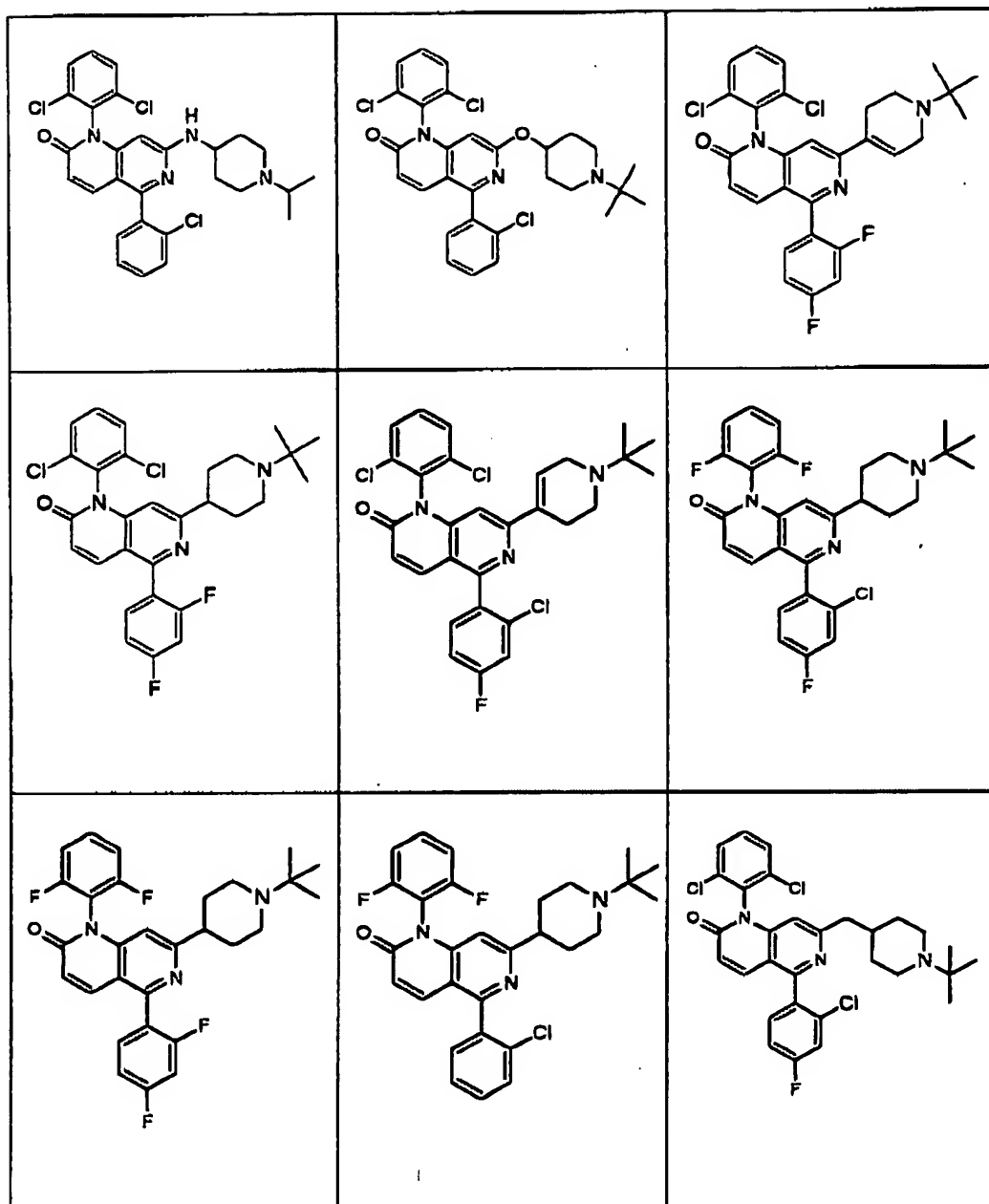
A is CH;
D is CH; and
G² is N.

Claim 33 (original): The compound according to Claim 32 represented by



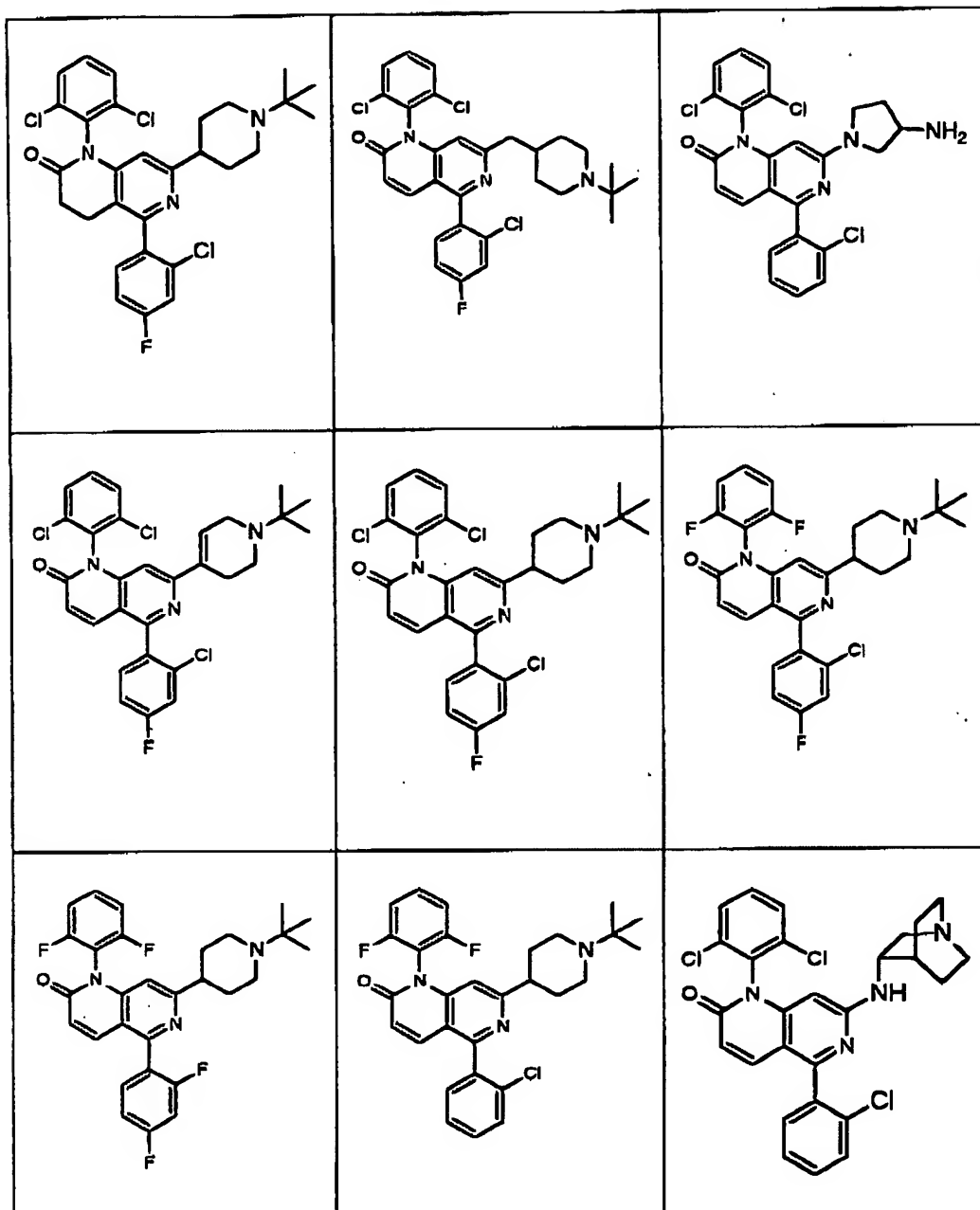
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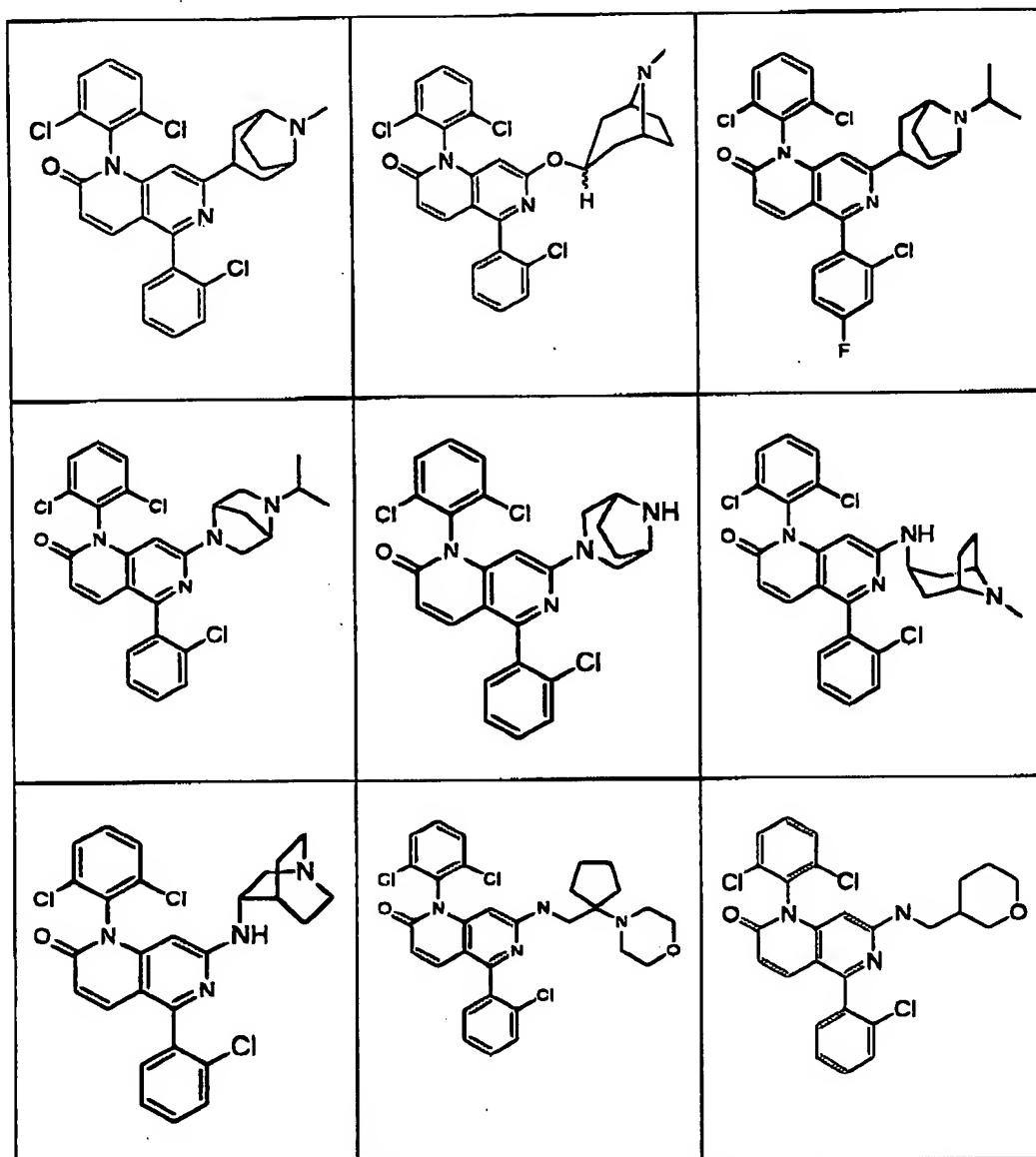
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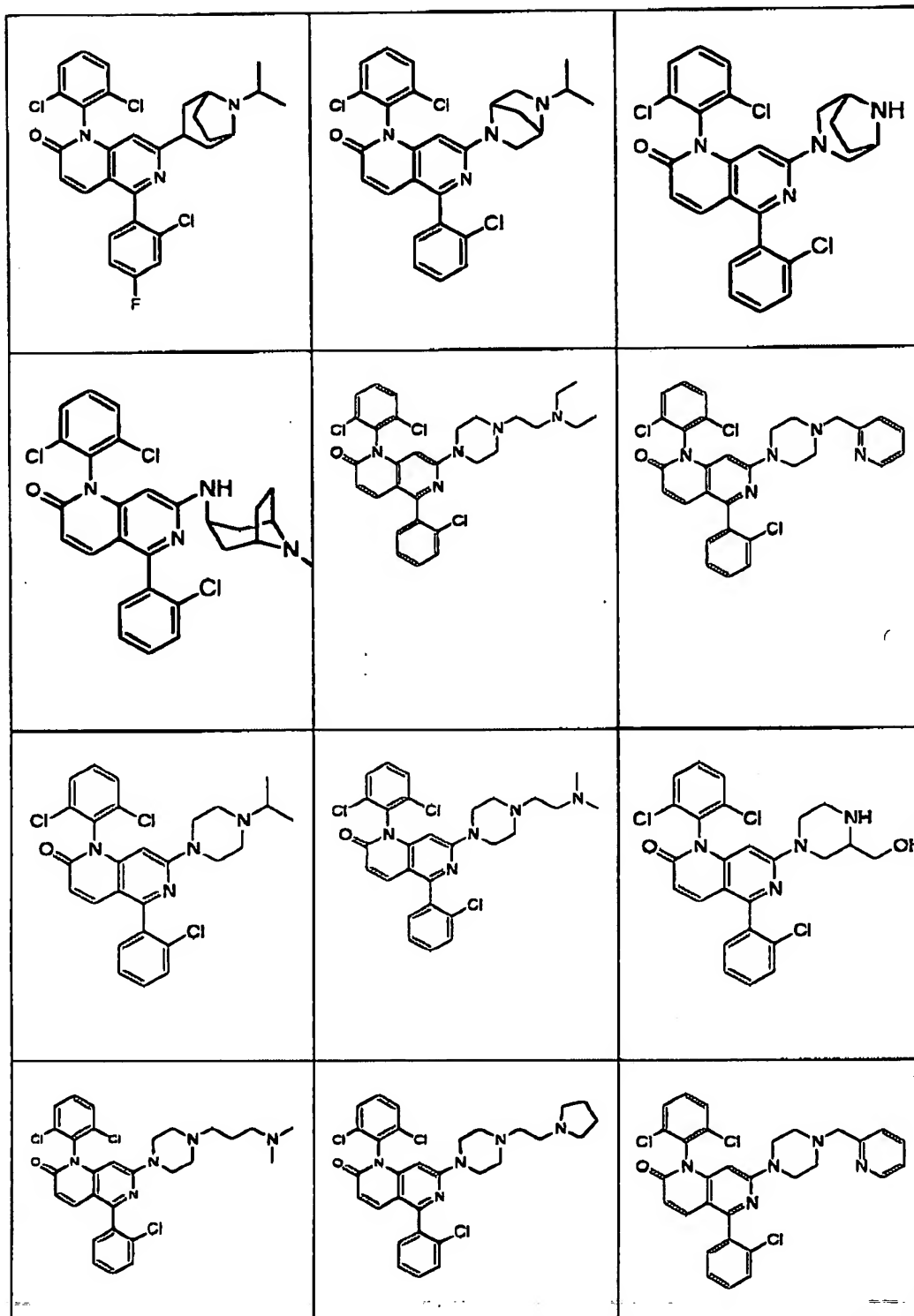
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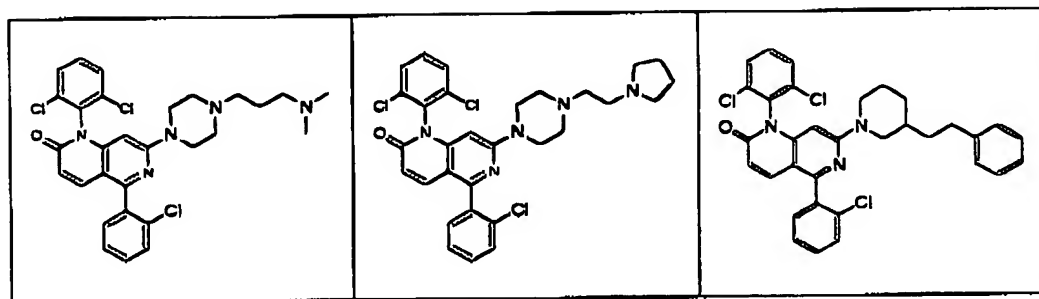


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or a pharmaceutically acceptable salt thereof.

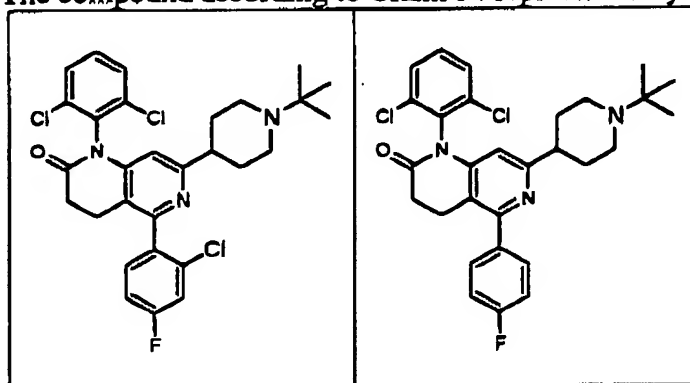
Claim 34 (original): The compound according to Claim 1 wherein

A is CH₂;

D is CH₂; and

G² is N.

Claim 35 (original): The compound according to Claim 34 represented by



or a pharmaceutical acceptable salt thereof.

Claim 36 (original): The compound according to Claim 1 wherein

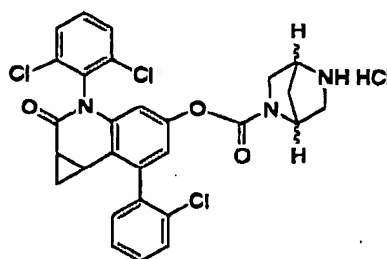
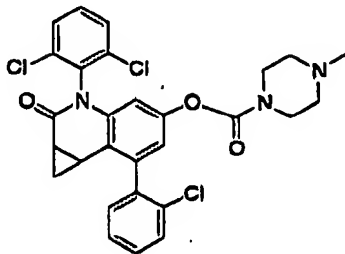
A is CH;

D is CH; and

A and D are bridged by -C₁₋₄alkyl- to form a fused bicyclo ring with A and D at the bicyclo cusps;

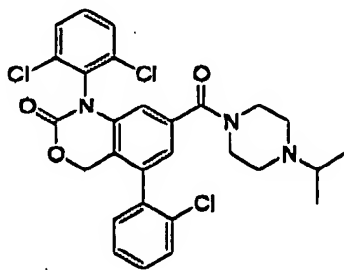
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B1 Claim 37 (original): The compound according to Claim 36 represented by



or a pharmaceutically acceptable thereof.

Claim 38 (original): The compound according to Claim 12 represented by



or a pharmaceutically acceptable thereof.